SUPERMAN REBORN

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FADE IN:

A BLACK SCREEN.

Stark. Silent. Foreboding. Until we begin to hear...

The THEME MUSIC from "I Love Lucy."

RICKY RICARDO
Luccccccyyyyy!

Static... then the "Dum De Dum Dum" THEME MUSIC from "Dragnet."

MALE VOICE ONE
It's my job. I'm a cop.

Static, then other familiar voices overlap, fade IN and OUT.

JACK BENNY
Rochester!

ROCHESTER
I'm comin' Mister Benny! I'm comin'!

JACKIE GLEASON
Bang, zoom... to the moon, Alice... to the moon...

Static. Gunshots. And a tinny orchestra playing the William Tell Overture as we HEAR the classic OPENING to the "Lone Ranger":

DEEP VOICE
A fiery horse with the speed of light... a cloud of dust and a hearty Hi Yo Silver! With his faithful Indian companion, Tonto...

We PULL BACK from the blackness... and become aware we have been INSIDE something dark and foreboding:

The interior of a complex EYE.
Artificial, geometric, mechanized...

DEEP VOICE
...the daring and resourceful masked rider of the plains led the fight for law and order in the early west...

We PULL BACK still more to reveal the eye is part of a FACE.

A face obscured in shadow. The face of some kind of robotic MACHINE. Expressionless. Sinister. Soulless.

(CONTINUED)

CONTINUED:

DEEP VOICE
Return with us now to those thrilling days of yesteryear... the Lone Ranger rides again!

CUT TO:

DEEP INSIDE BRAINIAC'S COLOSSAL SPACE-ARK

The eerie lighting gives the cavernous interior a DARK FUTURISTIC GOTHIC look as a three-passenger JET-TRAM zips along one of the many TUBES that network their way through the miles-long vessel.

The SOUNDTRACK of the Lone Ranger episode reverberates eerily throughout the ship.

TONTO'S VOICE
We make camp now, Kemo Sabe...?

CLOSER ON THE OPEN JET-TRAM

carrying KOSMO. Human, but with an extra-terrestrial kink or two. On his left shoulder he wears a two-inch high frosted GLASS EPAULET. A compact ROBOT DRONE sits in the front.

LONE RANGER'S VOICE
Good thinking, Tonto.

The jet-tram WHOOSHES AWAY from us down the transport tube.

CUT TO:

A CURVED CORRIDOR

Kosmo runs through in a desperate hurry. The Lone Ranger broadcast echoes here as well.

CUT TO:

THE COMMAND BRIDGE

Subdued lighting - more hi-tech alien gothic - and eons beyond anything the human mind could conceive. Several more DRONES, gleaming and pristine, go about their tasks at various stations.

KOSMO ENTERS, out of breath, to face his master:

BRAINIAC

A fearsome, towering ROBOT MACHINE. A monstrous HEAD of alien metal. Coiled python-thick ARMS. A MAINFRAME massive enough to repel a tank. Metallic SKIN glistening like black chainmail.

If Satan himself ever decided to forge a machine out of the molten depths of Hell... it would look something like BRAINIAC.

(CONTINUED)

CONTINUED:

To Kosmo's dismay, the robot is still captivated by:

A ROW OF FLOATING SCREENS - all of them showing the "Lone Ranger" episode - still in progress. But the reception is MARRED by intermittent zig-zagging STATIC.

As Brainiac makes adjustments in a futile attempt to correct the problem, his alien servo-motors MESH. Hydraulics HISS.

Kosmo takes another step and holds up the THREE COMPUTER WAFERS.

KOSMO
I c-c-consulted the bio-scans.

Under stress, Kosmo's deep-rooted fear of Brainiac occasionally manifests itself as a stutter.

The robot's head SWIVELS toward Kosmo. The cold black eyes seem to pierce through him.

KOSMO
(the strain shows)
There's no doubt now. Three of our cities could sustain them.

No response. With disinterest Brainiac turns back to his screens.

Frustrated, Kosmo looks toward the LIVE MONITOR SCREEN on the far side of the bridge. No sound accompanies the image.

KOSMO
Please - look at them! They're only children!

THE SCREEN

shows the damaged bridge of a SHIP. ALIEN CHILDREN broadcast an SOS. Frightened. Ragged. Several children hold CRYING BABIES. A little girl clutches an alien rag doll. The sound is MUTED.

KOSMO
They haven't very much time.

Kosmo punches up more buttons and now SOUND accompanies the distress signal. ON SCREEN the alien boy-leader steps up.

YOUNG ALIEN BOY
(sub-titles)
...after the Slavers took all the adults they set us adrift. We are cold... hungry... our power is nearly depleted. Is anyone out there? Does anyone hear us?

PUSH IN TIGHT ON BRAINIAC as the robot SPEAKS. His voice COLD. Metallic. Like nothing we've ever heard before.

CONTINUED:

BRAINIAC
Establish contact, Kosmo.

Kosmo sighs with relief and keys up the appropriate console.

BRAINIAC
(sub-titles)
Your signal has been received.

The children rejoice. Exchange whispers. Babies cry.

YOUNG ALIEN GIRL
(sub-titles)
Who speaks to us?

BRAINIAC
(sub-titles)
I am Brainiac.

BRAINIAC'S ROBOTIC FINGERS press an intricate array of buttons. On THE MONITOR SCREEN a RED BLIP appears over the alien boy.

YOUNG ALIEN BOY
(sub-titles)
Have you room to take us aboard? We will be no trouble.

ANOTHER SCREEN now displays anatomical views of an ADULT MALE and FEMALE of the boy's species. TECHNICAL DATA accompanies rapid SLIDES of their planet, its culture, civilization, and technology.

In seconds, the Robot confirms its reference banks already contain all known data pertaining to the species. The screen goes BLANK.

CLOSE ON BRAINIAC

as he turns back to the children on the monitor screen. A robotic finger is poised over one particular button.

BRAINIAC
(sub-titles)
You will be no trouble.

KOSMO'S FACE goes white with terror as Brainiac PUSHES the button.

KOSMO
NO!

BRAINIAC'S COLOSSAL SPACE-ARK

The Mother of all motherships, a vessel of staggering dimensions. The Ark FIRES a thin surgical BEAM at the puny disabled ship drifting in space.

THE DISABLED SHIP is STRUCK by the beam and it EXPLODES VIOLENTLY. Millions of fragments SPEW OUT into the void of space...

CONTINUED:

BACK INSIDE THE SPACE-ARK

Kosmo LOOKS with shock at the FLOATING WRECKAGE on the monitor.

KOSMO
Why...

BRAINIAC
My function is to learn. Their species had nothing to teach me.

KOSMO
But the b-b-babies... the children...

BRAINIAC
My function is to learn.

Brainiac turns back to his screens. With the distress signal eliminated, the STATIC is gone. The Lone Ranger comes in clearly.

KID
We forgot to thank him, Pa. We didn't even find out his name.

Kosmo turns away, sickened. Hastily LEAVES the bridge.

FATHER
Son... that was the Lone Ranger.

BRAINIAC'S SPACE-ARK pulls away from us.

LONE RANGER'S VOICE
...Hi yo Silver... awaaaay!

CUT TO:

A DRAMATIC FLYING POV - DAY

We are the eyes of Superman as we ZOOM through billowing CLOUDS. As the clouds begin to PART... we see the spectacular panorama of the METROPOLIS SKYLINE spreading before us.

The POV ZOOMS DOWN toward the cityscape and ARCS PAST a towering SKYSCRAPER UNDER CONSTRUCTION. Several HARD HAT WORKERS on the higher floors WAVE at the passing Man of Steel.

The POV nimbly ZIPS THROUGH the steel and glass canyons of the city... to finally ZERO-IN on the DAILY PLANET BUILDING.

CUT TO:

THE DAILY PLANET CITY ROOM - DAY

CLARK KENT enters. The city room is more HI-TECH these days. VDTs. Modems. Faxes. EMPLOYEES going about their business.

(CONTINUED)

CONTINUED:

CLARK
Morning. Morning.

They are all far too busy to acknowledge Clark's arrival.

Suddenly, a slight EARTH-TREMOR SHAKES the city room. Papers fall from shelves, coffee cups spill, etc.

Clark TENSES UP as he silently gauges the situation. Then... to everyone's relief, the tremor quickly PASSES.

Still wary, Clark continues toward his chair as the REPORTER at the next desk continues to type furiously.

REPORTER
After-shock one word or two?

Before Clark can respond, we hear

JIMMY'S VOICE
Two with a hyphen.

JIMMY OLSEN has just walked in, his camera slung over his arm, a cup of coffee in one hand, a donut in his mouth.

CLARK
Morning, Jimmy.

JIMMY
Relax, Mr. Kent. This is nothing. If Superman hadn't popped the pressure at the epicenter yesterday, we would've been hit big-time. Like a 7.8.

CLARK
(under his breath)
8.9...

On Clark's desk is the morning Daily Planet. The headline: "SUPERMAN DIVERTS UNDERSEA QUAKE" by Lois Lane.

As Clark takes his seat, he notices the untouched mail on Lois's desk. Checks his watch.

CLARK
Lois out sick?

JIMMY
She called in but the Chief's not talking. Something's up.

CLARK
Why don't I give it the old college try.

Clark NAVIGATES across the busy newsroom. Jimmy follows.

CONTINUED:

RADIO DJ
... for those listeners out there still quaking, here's a little something just for you ...

(The song "SHAKE, RATTLE AND ROLL" plays from a desktop radio)

INSIDE PERRY WHITE'S OFFICE

PERRY WHITE shouts into his phone as he glares at the supermarket tabloid on his desk. The cover story: "SUPERMAN ON SECRET DAILY PLANET PAYROLL" Says Anonymous Insider".

Clark KNOCKS and enters. Jimmy slides in right behind him.

PERRY
(into phone)
...why do you think he's out there defending truth, justice and the American way? He works for the planet, all right... the planet Earth! You sleaze-peddlers will be hearing from our lawyers!

Perry SLAMS down the phone. Notices Clark and Jimmy.

JIMMY
(with pride)
That's why he's the Chiefmeister!

CLARK
I saw the story yesterday, Mr. White. At the... uh... supermarket. It got me kind of angry too.

PERRY
You, Kent? Angry? That I'd pay to see.

Perry presses his intercom.

PERRY
(to Clark)
Don't go anywhere. I have a message from Lois.
(to Jimmy)
And don't call me Chiefmeister!
(to intercom)
Not you, Fran. Put the 60 Minutes people through now. Line two.

CLARK
From Lois, sir?

Now Perry uses the tip of his cigar to set the tabloid ON FIRE.

(CONTINUED)

CONTINUED:

PERRY
She needs Superman. Top priority. Their place under the sea, she said. Five o'clock.

JIMMY
(blown away)
Whoa! Lois and Superman have their own place? How long has this been going on?

CLARK
(sharply)
Don't be ridiculous, Jimmy.

Both Perry and Jimmy LOOK at Clark strangely.

CLARK
(recovering)
What I mean is... uh... that's not very likely... knowing those two the way I do...

Perry DROPS the flaming tabloid into his wastebasket. FRAN, his secretary, enters. She looks pale.

PERRY
Last time she sounded this serious, she broke a page one exclusive with a banner headline. Do whatever you do, Kent, but get Superman in the loop.
(beat)
Go. Get out of here.

Smoke WAFTS UPWARD as Jimmy POINTS to the ceiling alarm.

JIMMY
Uhh... chief...

PERRY
(preoccupied)
And take the junior brain trust with you.

Clark GUIDES Jimmy to the door. They pass FRAN on their way out.

FRAN
(dreading this)
Mr. White... you <u>were</u> on line two. You just got off the phone with the 60 Minutes people.

Halfway across the CITY ROOM, Clark and Jimmy hear

PERRY'S VOICE
Great Caesar's Ghost!

CONTINUED:

Punctuated by the piercing shrill WHISTLE of a SMOKE ALARM and the sound of spraying WATER SPRINKLERS.

CUT TO:

BRAINIAC'S SPACE-ARK

Slingshotting its colossal mass across the void of deep space.

INSIDE THE ARK - BRIDGE

Brainiac at his command station. An array of MINIATURIZED ALIEN SPECIMENS arranged on a rack that floats in front of him.

On the FLOATING SCREENS:

CNN, news broadcasts, documentaries - all reflecting a wide spectrum of human behavior: WWII footage... astronauts on the moon... Woodstock... a flaming Buddist monk... a Nixon press conference... Steve Martin's arrow trick... Jim and Tammy Bakker... a Madonna video.

KOSMO stands by, accompanied by a pair of DRONES.

BRAINIAC
You were right, Kosmo. Such behavior patterns defy classification. We will continue tracing the transmissions to their source.

Brainiac holds up a specimen caplet and INJECTS it with a BLUE FLUID. The tiny specimen inside instantly PETRIFIES.

BRAINIAC
Proceed with the final selection.

Kosmo pushes a button and FOUR floating screens ZOOM FORWARD and ENLARGE: The Coliseum in ROME. Neon-lit TOKYO. Superman flying over METROPOLIS. Picketers in WASHINGTON D.C.

Twelfth-Level Intelligence instantly ANALYZES each city on screen.

BRAINIAC
You disappoint me. Antiquity and over-population I have observed in abundance on other worlds.

The ROME and TOKYO screens suddenly DISAPPEAR.

KOSMO
Allow me to elabor--

BRAINIAC
Your first two choices are rejected. Continue.

(CONTINUED)

CONTINUED:

Kosmo proceeds. The Robot doesn't notice his growing uneasiness.

KOSMO
The third city is guarded by a unique specimen endowed with a wide array of abnormal abilities. The fourth is the power locus of this planet's largest dominion. I shall now chart their---

Out comes a STRANGE SCOPE DEVICE as a panel slides away in the Robot's torso. He places the PETRIFIED SPECIMEN beneath its lens.

BRAINIAC
Unnecessary. You choose.

Kosmo steps up. Steels himself. He knows he's being tested.

KOSMO
The abnormal specimen might be of passing interest... but the city itself - Metropolis they call it - would appear to offer little promise. A narrow field of study at best.
(a deep breath)
Take the fourth city.

The device extending from the Robot's torso begins to glow and hum as it begins analyzing the specimen beneath its lens.

BRAINIAC
Your input confirms my faith in your judgment.

The WASHINGTON screen VANISHES. Kosmo silently SIGHS with relief.

BRAINIAC
Where you see limitation... I see limitless potential.

Only the screen showing SUPERMAN in METROPOLIS remains.

BRAINIAC
How were his abilities acquired. Why do the others depend on him. How will the city function after I extract him. What secrets will a dissection reveal. You see, Kosmo. So many possibilities.

Now the Device projects a MAGNIFIED HOLOGRAM into the air: a SINGLE CELL from the alien specimen under the lens.

BRAINIAC
So much to learn.

Brainiac remains immersed in his study of the alien cell. Without a word Kosmo turns and LEAVES. The Drones dutifully FOLLOW.

CUT TO:

A WOMAN

sits in a tiny "HOME". Walls of translucent glass. Furnishings sparse. We are in the quarters of KRYNNA, Kosmo's mate.

Krynna sits before a small SCREEN. It is showing news-footage of SUPERMAN in flight over Metropolis.

KOSMO'S VOICE
... faster than a photon. More powerful than a fusion engine. With a single bound he can fly.

KRYNNA
Kosmo, what have you done.

CAMERA PULLS BACK... out through the glass wall... and we realize Krynna is all of TWO CENTIMETERS tall! We continue to PULL BACK to reveal her "home" is the GLASS EPAULET on Kosmo's shoulder.

KOSMO
His strength is beyond measure. He is impervious to mortal harm - virtually indestructible. And he believes in truth and justice. He will fight to the death to save his city.

KOSMO enters his WORKSHOP. A Drone - "VINCENT" - moves to pull out a chair for him. "ROBERTO" - a slightly larger model - comes forward with Kosmo's dinner tray.

KRYNNA
As our people died for ours.

KOSMO
He is a champion, Krynna. A warrior who has never met his match.

KRYNNA
He has never met Brainiac.

KOSMO
Trust me. If anyone can rid the universe of this curse, he is the one.

KRYNNA
(loving concern)
You realize what will happen to us if he should lose. You must be prepared.

Krynna reaches out to him, pressing the palm of her hand against the inside of the glass wall.

Kosmo turns to his shoulder and gently touches the outside of the epaulet with his "GIANT" index finger.

KOSMO
Superman doesn't lose.

CUT TO:

CLOSE ON AN "L.L. + S"

branded into a metallic "sea" by HEAT-VISION. But the initials and S-emblem are ERODED. TARNISHED. Put there years ago.

PULL BACK TO REVEAL this is the giant DAILY PLANET GLOBE atop the Planet Building roof. It is NIGHT. And "under the sea" stands...

LOIS LANE

and she looks better than ever. But tonight she is troubled as her fingers toy with the stunning PENDANT that hangs from her neck. It holds a beautiful setting of unearthly SPACE-CRYSTALS.

SUPERMAN

descends to the roof silently, majestically behind Lois. She SENSES his presence and slips the pendant beneath her jacket.

SUPERMAN
Hi.

LOIS
Hi.

He KISSES her. But not passionately. Superman has learned over the years to hold back the true depth of his feelings for her.

Superman looks up wistfully at the initials on the metallic ocean.

SUPERMAN
Under the sea.

LOIS
I wasn't sure you'd remember.

Superman gently OPENS her jacket to expose the glowing PENDANT.

SUPERMAN
The night I gave you <u>this</u>?

He steps closer, placing his hands on Lois's shoulders. He can feel how tense she is when she pushes him AWAY and steps back.

LOIS
I didn't ask you here to reminesce.

SUPERMAN
Down to business already.

LOIS
This isn't about business. This about <u>us</u>.

SUPERMAN
(with concern)
What about us?

(CONTINUED)

CONTINUED:

LOIS
Just look at us! All these years and nothing's ever changed.
(a mile a minute)
We can never make plans because you never know where you'll have to be. The times we're together never last because you're always rushing off for another good deed. All these years and you've never slowed down long enough for us to have any kind of life together - let alone a future!

Superman attempts to say something, but Lois cuts him off.

(getting more hyper)
Would you please let me talk?!?

He is taken aback. This is a Lois he has never seen before.

CUT TO:

EXT. TENEMENT BUILDING - NIGHT

Black SMOKE has begun to waft out of a top floor window. From inside we can hear the CRIES of YOUNG CHILDREN. From here we can see the PLANET BUILDING is part of a skyline three miles away.

CUT TO:

THE DAILY PLANET ROOF - NIGHT

Superman and Lois still talking under the globe.

LOIS
-- I'm willing to admit it - I'm just like everyone else. But not you. You don't need anyone. It's always the rest of the world that needs you.

SUPERMAN
Lois, it's my job. You've always known that.

LOIS
(quietly)
What I know is I can't stand this anymore. Maybe you're not human but I am. I've got to have a life. Someone who's willing to share his life with me. If that someone is ever going to be you, tell me...
(with her last hope)
... tell me now.

(CONTINUED)

CONTINUED:

SUPERMAN
I wish I could... make you understand. The responsibilities. All the people who depend on me to be there for them...

A look of sudden alarm crosses Superman's face as he raises his head and SNIFFS. He can smell the smoke from the tenement fire.

LOIS
What. What is it.

Superman turns to flash his TELESCOPIC VISION miles to the east.

LOIS
No.
(resigned)
You're going to say it, aren't you.

SUPERMAN
(with finality)
I'm sorry.

LOIS
I know...

Superman turns and takes off in a single bound. As Lois watches him soar off into the night, we begin to hear the SIRENS of fire engines in the distance.

LOIS
You have a job to do.

CAMERA MOVES IN on Lois. A tear runs down her cheek.

CUT TO:

A TELEVISION SCREEN - NO SOUND

TV-news footage of SUPERMAN flying out of the SMOKING TENEMENT BUILDING carrying three small CHILDREN. He lands amid several FIREMEN as the relieved PARENTS run up to embrace them. Fire trucks, equipment, spraying hoses, etc, in the background.

PULL BACK to reveal LOIS'S APARTMENT. Cardboard cartons, crates, suitcases everywhere. Serious PACKING has been going on here.

Lois is pacing back and forth in her bathrobe, her hair wet, trying to ignore the TV as she holds a portable phone to her ear.

PHONE VOICE
Mr. Thornhill is in San Diego for the day. May I take a message?

She takes a last look at the caped figure on the silent TV screen.

CONTINUED:

LOIS
You can tell him I've thought the offer over and the answer is yes.

PHONE VOICE
He'll be extremely happy to hear that, Miss Lane. May I be the first to welcome you aboard the---

Abruptly, Lois abruptly hangs up. A moment to steel herself - take in a deep breath - and she punches in a local number.

LOIS
Hello...
(strained)
... Perry..?

CUT TO:

THE PLANET SATURN

A mounting LOW RUMBLE.
Beyond Saturn's outermost ring we see the massive SPACE-ARK streaking past at great velocity.

CUT TO:

INSIDE THE ARK - A NEW CHAMBER

KOSMO stands before an imposing array of newly-constructed hardware - fantastic MACHINES - so advanced they are beyond his considerable comprehension. He is watching

BRAINIAC

as he effortlessly lifts a large component weighing several tons and fits it into its new berth with cold precision.

BRAINIAC
Full comprehension of this baffling species will require extraordinary measures. Close observation at the most intimate level.
(beat)
I will have to be one of them.

KOSMO
(consults KRYNNA)
Yes. A human android is a simple assembly. If we expand the internal drive capacity for your input we'll be able to---

(CONTINUED)

CONTINUED:

BRAINIAC
No. I will be one of them. I will be alive.

KOSMO
T-T-That's not possible.

A robotic arm REMOVES a metal lid, revealing a seven-foot long COCOON. A glass sarcophagus. Brainiac OPENS the lid.

BRAINIAC
I am Twelfth-Level, Kosmo.

The hollow mold inside has a chillingly FAMILIAR shape. The contour of a MAN.

BRAINIAC
Everything is possible.

CUT TO:

INT. DAILY PLANET - PERRY WHITE'S OFFICE - DAY

Lois gives Jimmy a big hug as Perry and Clark look on.

JIMMY
... the Planet just won't be the same without you, Miss Lane. You need anything - anything at all - who you gonna call?

LOIS
Jimmy - don't ever change.

Lois turns to hug Perry - trying his best to keep his composure.

PERRY
Remember everything I taught you - not that you're likely to need much of it on a bush-league rag like the Times.

LOIS
(as if memorized)
Good reporters don't get great stories...

PERRY AND LOIS
(in unison)
...good reporters make them great.

She turns to Clark. Awkward silence. Neither knows how to begin.

LOIS
Walk me to the bank?

(CONTINUED)

CONTINUED:

PERRY AND JIMMY stand at the door to Perry's office, watching Lois say her last goodbyes on her way out of the city room.

JIMMY
She hates smog. She hates car-pools. She hates palm trees. She hates L.A.
(beat)
What's wrong with this picture?

PERRY
You're still in it.

Jimmy wisely leaves. Perry begins to realize how much he's going to miss Lois as he WATCHES her leave the city room with Clark.

CUT TO:

THE ELEVATOR LOBBY

Clark and Lois WAIT. Clark nervous, awkward, frustrated. Not the cool, collected Superman from the night before.

LOIS
Last night it finally sank in. Nothing's ever going to change. He is never going to change. For years I put my life on hold for a dream. But deep down I think I always knew - dreams only come true in fairy tales. Not in Metropolis.

The elevator ARRIVES - almost full. Lois and Clark step aboard.

LOIS
Why do I dump all this on you?

CLARK
(hating himself)
What are friends for.

CUT TO:

THE BRAINIAC SPACE-ARK

passing the planet MARS on its earthward trek. Metropolis now a mere thirty-five million miles away.

CUT TO:

INT. METROPOLIS FEDERAL BANK - DAY

2:59 PM. An elderly GUARD is about to lock the doors when a FRANCISCAN MONK appears at the entrance holding up a note.

(CONTINUED)

CONTINUED:

As the guard reads the note, the monk opens his robe... to reveal a .357 MAGNUM aimed at the guard's stomach.

LOIS AND CLARK

stand in line waiting for a teller.

LOIS
...a new job, new city, new friends... who knows, maybe I'll meet someone with both feet on the ground for a change. After awhile I might even learn what a normal life is again.

Lois begins to remove the pendant. Clark torn up inside.

LOIS
One last favor? Give this back to Superman for me. And tell him---

BLAMM! BLAMM! The GUNSHOTS rip into the bank's ceiling.

All eyes look to see the "monk" as he BUTTS the guard's head with his gun. The guard is sent SPRAWLING to the floor.

MONK
This is a .357 Magnum, people...

Bank employees and customers REACT.

MONK
And this is a robbery.

LOIS
(not in the mood)
Oh please.

A BANK OFFICER hunches forward with his arm under his desk, about to press the alarm button... but the robber SEES him and FIRES.

An explosion of green plastic ERUPTS where the desk lamp was.

MONK
I don't think so.
(points with gun)
Over there. All of you!

The officers SCRAMBLE to join the customers. The robber pulls a gunny sack from his robe and THROWS it at the nearest teller.

MONK
Fill this up. Move it!

The tellers hastily begin EMPTYING their cash drawers. CLARK and LOIS watch along with the other customers.

(CONTINUED)

CONTINUED:

LOIS
The brothers must have a balloon payment due on the monastery.

The robber turns and SEES the beautiful crystal pendant in Lois's hand. He SINGLES HER OUT with his gun.

MONK
You.

LOIS
Are you addressing me?

MONK
The necklace. Throw it over here.

LOIS
It clashes with the robe. Trust me.

CLARK
(clenched teeth)
Lois...

MONK
Give it to me anyway.

Clark notices the bank guard RECOVERING off to the side, using the distraction to return to his feet.

LOIS
(obstinate)
I would. The thing is... it doesn't belong to me anymore.

MONK
(cocks the hammer)
These bullets don't belong to me either, lady. But I'll be happy to give you one...

Suddenly, Clark TAKES the necklace and steps IN FRONT of her.

LOIS
Clark! What are you---

CLARK
Why would you want to shoot her, brother.

MONK
I hate a bitch with an attitude.

CLARK
Let's watch our language. She's a wonderful girl who just doesn't have the good sense to be afraid.

(CONTINUED)

CONTINUED:

Lois BLINKS. Meek Clark Kent defending her honor at gunpoint? The robber LEVELS his gun at Clark. Right between the eyes.

MONK
How 'bout you, dipstick. You afraid?

Clark's trembling hand holds up the necklace while the PUPILS of his eyes GLOW RED. He's zapping the pendant with HEAT-VISION.

CLARK
A-Almost always. Ask anybody.

MONK
(impatient now)
Cut the crap. Throw it to me.

CLARK
Here it comes.

With a gentle underhand toss, Clark TOSSES the red-hot pendant.

The robber reaches out to CATCH it with his free hand. His fingers SQUEEZE TIGHT around the pendant.

MONK
Yeeooowwwww!

He CRIES OUT in severe pain. The necklace DROPS. The GUARD seizes the moment and JUMPS the robber. They FIGHT for the gun.

During the struggle the barrel WAVES erratically at the customers.

Clark sees the robber's finger start to SQUEEZE THE TRIGGER... and LOIS is directly in the line of fire!

Clark LUNGES, holding Lois CLOSE as he SHIELDS her with his back. He turns to look over his shoulder just as the gun GOES OFF!

BLAMM! IN SLOW MOTION, Clark DARTS HIS HEAD several inches to the right... just in time to CATCH the .357 slug BETWEEN HIS TEETH.

THE GUARD finally manages to WREST the gun away. He presses the .357 barrel against the back of the robber's head.

BANK GUARD
On the floor! Hands behind your head.

Hands behind his head, the robber DROPS to his knees. The bank guard KICKS him forward onto his stomach.

BANK GUARD
I said on the floor... <u>brother</u>!

Clark LETS GO of Lois. Self-conscious now. Lois speechless.

(CONTINUED)

CONTINUED:

As the guard BENDS DOWN to pick up the pendant, Clark exhales a silent stream of SUPER-BREATH downward to COOL it back to normal.

For a beat the guard EXAMINES it, failing to figure out why the pendant made the robber freak. Then he returns it to Clark.

BANK GUARD
You okay, pal?
(beat)
For a minute there I was sure he was gonna make you eat a bullet.

Clark SWALLOWS the .357 slug with a large gulp.

CUT TO:

EXT. BANK - DAY

Clark and Lois watch two uniformed officers load the handcuffed monk into a squad car.

LOIS
... and if you'd been hit? Could you see me trying to explain that one to Perry on my way to the airport?
(softens)
I've got no business chewing you out. It was my fault.

Clark's posture becomes more erect. Unwittingly he slips into his MAN OF STEEL tone and demeanor.

CLARK
("Superman voice")
Looking after you is going to be a tough habit to break. I never would have forgiven myself if you had been hurt.

Intrigued, she STARES at him for a long beat.

LOIS
You really mean that, don't you.
(regards him with deep affection)
Clark Kent - you would start to get interesting my last day here.

Clark debates a moment. Should he finally drop the pretense and reveal the TRUTH once and for all? The moment passes.

The truth loses. As Lois give hims a hug he smiles sheepishly. He hugs back but represses his true emotion, as usual.

(CONTINUED)

CONTINUED:

LOIS
I think I may miss you the most.

Lois steps back. TEARS in her eyes.
She TURNS and loses herself in the afternoon flow of pedestrians.

PUSH IN ON CLARK

watching the woman he loves WALK OUT of his life.

CUT TO:

EXT. EARTH IONOSPHERE

Brainiac's Space-Ark ENTERS the earth's atmosphere over North America. The darkness of NIGHT has spread across this side of the globe. Minute TWINKLING LIGHTS dot the Eastern Seaboard below.

CUT TO:

INT. DAILY PLANET OFFICES - NIGHT

Perry sits with a bottle of Scotch on his desk. Poring over a SCRAPBOOK of Daily Planet clippings. All scoops by Lois Lane.

In the CITY ROOM, a melancholy Clark is at his desk. His thoughts a galaxy away. He toys with the pendant Lois returned to him.

CUT TO:

EXT. LOIS LANE'S APARTMENT BUILDING - NIGHT

The doorman helps Lois into a CAB while the driver puts her suitcases into the trunk.

CUT TO:

EXT. EASTERN SEABOARD SKY - NIGHT

The massive Space-Ark GLIDES swiftly and silently over the Atlantic. Toward the eastern seaboard.

CUT TO:

EXT. METROPOLIS OUTSKIRTS - NIGHT

A deserted industrial area on near the city limits. Lois's cab is PULLING OVER to the curb. Behind it a PATROL CAR.

A UNIFORMED COP - of average height and build - gets out of the car. A confident cat-like walk. Mirrored sunglasses.

(CONTINUED)

CONTINUED:

The cab driver shakes his head and curses under his breath. Lois makes a face and checks her watch.

CUT TO:

INT. SPACE ARK - MAIN BRIDGE

Brainiac at his command station. Kosmo at another console. Both of them MONITOR complex arrays of screens and digital readouts.

ON A VIEWER SCREEN a 3-D COMPUTER IMAGE of Metropolis ROTATES 360 degrees. Revealing the foundations, subways, etc, BELOW.

FROM THE VAST UNDERSIDE OF THE COLOSSAL SHIP a hatch OPENS. A strange APPARATUS slides out to POINT DOWN at the city below like a robotic stinger. It GLOWS and HUMS...

CUT TO:

EXT. METROPOLIS OUTSKIRTS - NIGHT

The Cop writes the ticket. Lois holds her press card out the window. But she never sees The Cop's face.

LOIS
Look, I'm Lois Lane. The Daily Planet. I don't mean to be rude, but I'm trying to make a flight. What do I do to speed this up?

THE COP
(keeps writing)
Lose the attitude.

CUT TO:

EXT. MIDTOWN METROPOLIS - NIGHT

A RUMBLING SOUND has begun to REVERBERATE throughout the city. Pedestrians LOOK UP and point. Tenants PEER out of their windows.

THEIR POV - the STARS to the west have "BLACKED OUT". An immense, indefinable BLACK SHAPE moves eastward over the city.

CUT TO:

INT. DAILY PLANET - NIGHT

From his window Perry sees a bizarre "rain" of thin BLUE BEAMS connect with many confused, unsuspecting MALE PEDESTRIANS below.

He goes to the door and sticks his head into the city room.

(CONTINUED)

CONTINUED:

PERRY
Kent! Kent, come take a look at--

Clark is GONE from his desk.

CUT TO:

INT. DARKENED STOREROOM - NIGHT

CLOSE on Clark's hands OPENING his shirt to reveal the "S" EMBLEM.

SUPERMAN IN THE SKY

leaves the Planet Building below as he ZOOMS UP UP and AWAY toward the awesome ship - a craft so HUGE it almost equals the width of the Metropolis skyline.

Like a human guided missle, the tiny Man of Steel ASCENDS toward the UNDERSIDE OF THE ARK.

But then a thin GLOWING AURA instantly ENVELOPES the hull of the ship. An impenetrable FORCE-FIELD.

It STOPS Superman cold.

He RICOSHETS DOWN toward the Metropolis skyline below... ending up IMBEDDED in the side of a skyscraper 80 floors up. Dazed.

The Robotic Stinger Apparatus now EMITS A SPIRAL CONE OF LIGHT down toward Metropolis. The descending COSMIC SPIRAL widens.

CUT TO:

EXT. OUTSKIRTS OF METROPOLIS - NIGHT

The cab driver starts to PULL AWAY from the patrol car. Lois greatly annoyed in the back seat as she looks at her watch.

But one split-second BEFORE she is about to clear the city limits and put Metropolis behind her forever...

A SPRIAL WALL OF COSMIC ENERGY suddenly descends to BLOCK the cab's path. The driver hits the brakes. Lois is thrown forward.

She VENTURES OUT of the cab for a better look. Behind her, a BLUE BEAM shoots down through the cab to connect with the unwary DRIVER

Lois looks up to see every block in sight completely ENCLOSED by the CURVED ENERGY WALL that SPIRALS HIGH into the sky. It seems to ENCOMPASS the entire city in a "CONE" of eerie light.

LOIS
Dear God...

CUT TO:

EXT. MIDTOWN METROPOLIS -NIGHT

Gridlocks. Horns blare. Drivers have abandoned their cars to join the throngs GAWKING at the SPIRAL OF ENERGY around the city.

PEDESTRIANS are starting to panic, too busy running around to notice the BLUE BEAMS shooting down from above to CONNECT with various male adults in the crowd.

CUT TO:

SUPERMAN

Revived with his second wind, he TAKES OFF from the skyscraper. He ZOOMS UP and HOVERS about 50 feet beneath the giant spacecraft.

His eyes beam up a wide swath of HEAT-VISION. A large section of the force-field starts to CHANGE COLOR and FADE.

CUT TO:

THE COP

driving along the path of the SPIRAL WALL comes upon a thirty foot tall TRANSFORMER TOWER. Uprooted by the Energy Wall alongside it.

The tower now LEANS precariously, dangling a LIVE HIGH-VOLTAGE LINE that lays across an unlucky CAR. A sobbing TEENAGE GIRL is TRAPPED inside, both doors wedged shut by the leaning transformer.

TEENAGE GIRL
Help... somebody please help...

The Cop gets out of his car to help.

CUT TO:

THE MASSIVE UNDERSIDE OF THE SPACE-ARK

Superman PELTS the section of the aura already weakened by heat-vision with a merciless barrage of SUPER-SPEED BLOWS. They cause the aura to change color even MORE.

INSIDE THE SPACE-ARK - THE BRIDGE

Brainiac at his command station, facing several consoles as he monitors Metropolis. Superman's blows ECHO across the bridge.

BRAINIAC
Our prize specimen has decided to greet us. The humans - what do they call him?

A row of gauges in front of Kosmo are "RED-LINED" to indicate the TREMENDOUS STRAIN Superman's attack is putting on the force-field.

(CONTINUED)

CONTINUED:

KOSMO
(with pride)
Superman.

CUT TO:

EXT. METROPOLIS OUTSKIRTS - NIGHT

The Cop is about to use the butt of his police rifle to knock out the trapped car's rear window.

THE COP
Duck.

The girl ducks as the cop BASHES the window. Glass flies. Then a wrenching CREAK of metal. The cop looks up to see the crippled transformer ominously LURCH off-balance another foot to the right.

THE COP
Climb over here. Hurry.

The frightened girl SCRAMBLES into the back seat.

THE COP
Watch the glass. Give me your hands.

The Cop reaches in the rear window to help... just as damaged support beams BUCKLE! The entire structure begins to COLLAPSE!

The cop PULLS the girl out and manages to PUSH her to safety just before the transformer tower comes CRASHING DOWN on the car. He doesn't get out in time.

THE COP has been mortally injured... his legs and lower torso CRUSHED beneath the transformer. The girl screams. She RUNS.

Ruptured lungs GASP for a last gulp of air... just as a BLUE BEAM passes through the wreckage and CONNECTS with the mortally injured hero. Just seconds before the Cop DIES.

CUT TO:

THE MASSIVE UNDERSIDE OF THE SPACE-ARK

Superman maintains his BARRAGE of heat-vision and super-punches. The same section of the aura now more WEAKENED than before.

INSIDE THE SHIP

From his command post Brainiac begins pushing new buttons.

BRAINIAC
Our prize is becoming tiresome.

(CONTINUED)

CONTINUED:

CLOSE ON BRAINIAC'S ROBOTIC FINGERS pushing more buttons.

Suddenly the force-field flashes a VERTICAL SHAFT OF ENERGY that STRIKES Superman head-on.

DOWN, DOWN, DOWN PUSHES the energy shaft, FORCING Superman toward a Metropolis STREET... down THROUGH the pavement with pulverizing FORCE. Chunks of asphalt and concrete SCATTER in all directions.

IN THE BOTTOM OF THE HOLE

Beneath the street is a fresh pile of smashed concrete, stones and asphalt. NO TRACE of Superman. Save for a protruding corner of RED CAPE and a HAND. An unmoving, BLUE-SLEEVED hand...

CUT TO:

INT. BRAINIAC'S SPACE-ARK - BRIDGE

ON A VIEWER SCREEN a rotating computer model of Metropolis is now completely ENCAPSULATED inside the Spiral Cone.

BRAINIAC
The city is mine.

KOSMO stays at his console, visibly SHAKEN by Superman's defeat.

THE STINGER APPARATUS beneath the Ark emits a JET OF PURPLE ENERGY that SHOOTS DOWN through the breadth of the spiral energy cone.

Then THE COLOSSAL VESSEL suddenly slingshots up and away... vanishing into the starry night sky.

Where METROPOLIS was there is now only an EMPTY CRATER. Deep, ten miles across. Illuminating the night with a raw CRIMSON GLOW.

CUT TO:

INT. THE SPACE-ARK - THE NEW CHAMBER

Kosmo stands at a console, before a floating GLASS COCOON containing a naked MAN. As the silhouetted body slowly ROTATES, nozzles SPRAY strange liquids that instantly solidify to become CLOTHES! Within seconds a futuristic OUTFIT has been completed.

KOSMO
This morning that was just a cell sample from Metropolis. He cloned a human adult in nine hours, Krynna. Nine hours!

KRYNNA
Control yourself.

(CONTINUED)

CONTINUED:

Kosmo presses a switch and a 3-D HOLOGRAM of the clone's BRAIN appears before them. Interspersed with the usual folds of gray matter is an intricate network of computerized MICRO-CIRCUITRY.

KOSMO
Look at this. Only Brainiac could have expanded the capacity of a human brain to accomodate Twelfth Level intelligence.

KRYNNA continues looking on grimly from INSIDE THE EPAULET.

KRYNNA
We're the ones who should have our heads examined. Hasn't the past taught us anything? We can't do this, Kosmo. We can't unleash it on the universe all over again.

KOSMO
(sharply)
We can do nothing else.

KRYNNA
Abort it. Abort the transference.
(forebodingly)
This may be the last chance. The last chance anyone ever has to stop him.

PUSH IN ON KOSMO

A look of indecision on his face.

CUT TO:

EXT. MIDTOWN METROPOLIS - NIGHT

Chaos and confusion that comes with a BLACKOUT. Buildings and windows DARK. Cars gridlocked. People ROAMING the sidewalks and streets. Mounted police trying to maintain order on horseback.

CUT TO:

INT. DAILY PLANET CITY ROOM - NIGHT

Perry White PACES back and forth at the front of the room. Sleeves rolled up. Puffing away on his cigar.

PERRY
... terminals are up and the emergency generator's good for twelve hours. If we pull together we can--
(disappointed)
Not you too.

(CONTINUED)

CONTINUED:

PULL BACK to reveal the city room is nearly DESERTED. The two reporters remaining are putting on their coats and WALKING OUT.

PERRY
Go. Why the hell not. Everyone else has.

Only JIMMY OLSEN is left - sitting at his desk, feet up, loudly munching on potato chips.

PERRY
Lois would have stayed. Lois I could count on. Her and Kent...

Perry walks over to the window, gazing out at the darkened city.

PERRY
No one can smell a story like Clark Kent. He was the first one out of here. He'll be the one who comes back with an exclusive.

Jimmy has walked over to join Perry. Puts a hand on his shoulder.

JIMMY
Just you and me now, chief - we have to hold down the fort. Is this the beginning of a beautiful friendship or what.

Perry scowls and begins walking out of the city room.

PERRY
I'm going to the can.

CUT TO:

INSIDE THE SPACE ARK - THE NEW CHAMBER

A pair of parallel ANTI-GRAV RACKS float in the center of the lab. A large APPARATUS with twin snouts positioned between them.

A GLASS COCOON filled with swirling mists lies on one rack. BRAINIAC lies on his back on the other rack. The terminals inside his transparent skull GLOW RED.

Kosmo stands at a central console looking unusally STRESSED. Perspiring as he makes final adjustments. The precious epaulet is MISSING from his shoulder.

CLOSE ON BRAINIAC'S ROBOTIC RIGHT HAND

and we see KOSMO'S GLASS EPAULET CLUTCHED between the powerful metal fingers. We glimpse the tiny KRYNNA in her glass cubicle.

(CONTINUED)

CONTINUED:

The metal fingers FLEX around the epaulet with implicit deadly force. So much for Krynna's pleas to abort.

The Robot turns his massive head toward Kosmo and slowly NODS.

KOSMO takes a deep breath - and initiates an elaborate series of switches which activate the awesome technology. The surreal futuristic laboratory GLOWS and HUMS to life. The twin snouts of the apparatus emit matching SURGES OF SPARKS.

Violent bursts of electricity ERUPT around both BRAINIAC and THE GLASS COCOON. A cosmic FRENZY that builds to a swift crescendo.

Then... all is calm. The Machine is... DEAD. The terminals in the robot's skull are DARK. They glow no longer.

Inside the glass cocoon's swirling mists, the silhouette STIRS.

It has come ALIVE.

The GLASS COCOON begins to SPLIT down the middle and OPENS. Mists swirl away... to reveal an ADULT MALE slowly sitting up.

We now recognize which of the "specimens" Kosmo cloned: THE COP who sacrificed himself in Metropolis to save the teenage girl. But the clone's face and hands have an odd pallor. And its outfit now features a most unusual-looking FUTURISTIC BELT.

KOSMO meanwhile has rushed over to extract the epaulet from the dormant robot's massive fingers. He breathes a sigh of relief.

KRYNNA
You were supposed to abort. That's what we decided.

With loving care he re-attaches Krynna's quarters to his shoulder.

KOSMO
I couldn't. Not if he was going to make me choose.

Cautiously, Kosmo begins to approach his master's new form.

KOSMO
Brainiac...

The New Brainiac doesn't answer, still reacting with child-like wonderment to his new human senses and perceptions.

KOSMO
That <u>is</u> you... isn't it?

Brainiac continues to ignore him, still looking around.

KOSMO
T-T-Talk to me. How do you feel?

(CONTINUED)

CONTINUED:

Brainiac inhales slowly, savoring the sensation of air going into his lungs. Suddenly, a halo of spinning ELECTRIC SPARKS appears over his head. The Halo VANISHES as quickly as it appeared.

BRAINIAC
Like a new man.

CUT TO:

EXT. METROPOLIS - DAY

The skyline obscured by a FOGGY HAZE that sits low over the city. What seems like unusually BRIGHT sunlight streams down from above.

Cars left abandoned. Traffic lights dead. Men, women and children WANDER aimlessly. Litter, debris strewn everywhere. National Guard soldiers protecting stores from looters. Makeshift relief stations. Volunteers handing out clothes, food and water.

Some lost souls GATHER around a RELIGIOUS FANATIC clutching a Bible and ranting at the fog-enshrouded sky.

CUT TO:

BENEATH THE STREET - DAY

THE BLUE-SLEEVED HAND still protrudes from the pile of rubble. But after so many hours without movement... a finger TWITCHES.

CUT TO:

INSIDE THE SPACE ARK - THE NEW CHAMBER

BRAINIAC lays on his back on a rack that "cat-scans" his entire body. He sees his INTERNAL ANATOMY displayed on a screen.

Everything seems to be textbook except the digitized Twelfth Level BRAIN. Two Drones on hand to help KOSMO monitor the equipment.

BRAINIAC
So you call this living.

KOSMO
For a man of earth-origin, you are in excellent health.

BRAINIAC
The Superman who assaulted our force-field. His powers would seem to suggest an origin that lies elsewhere.

KOSMO
I hadn't given it much thought.

(CONTINUED)

CONTINUED:

A Drone approaches and offers a pincer to help Brainiac climb off the rack. He reaches out to take it.

BRAINIAC
(suspicious)
No? That doesn't sound like you, Kosmo.

The metal pincer proves too slippery - Brainiac loses his grip - and his balance. He FALLS backward ungraciously.

Suddenly LIVID, Brainiac violently KICKS the little robot. It BOUNCES across the chamber. Kosmo rushes over to its side.

KOSMO
Just an accident!

BRAINIAC
I ought to vaporize the little maggot.

KOSMO
You lost your temper. That was a display of anger.

Taken aback by his own outburst, Brainiac begins to calm down.

KOSMO
You have a full range of emotions to cope with now. You must learn how to control them.

Brainiac joins Kosmo and crouches down to observe him trying to repair a broken leg-pod. The drone wimpers in soft beeps.

BRAINIAC
What is <u>this</u> feeling?

KOSMO
Probably remorse. The response is quite normal.

With a look of distaste, Brainiac stands up and closes his eyes as the ELECTRIC HALO flashes fleetingly.

BRAINIAC
I have no use for remorse. It has been deleted.

KOSMO
Anger as well?

BRAINIAC
(thoughtful pause)
No. I like anger.

Kosmo looks up at his master with a new kind of fear.

CUT TO:

EXT. OUTER SPACE

The Brainiac ARK continues speeding across the cosmos.

CUT TO:

INT. BRAINIAC'S SPACE-ARK - COMMAND BRIDGE

Brainiac now stands before a triple-image HOLOGRAPHIC MIRROR, admiring himself from different angles. He takes a bite from an exotic fruit, chewing for the first time.

KOSMO stands by.

KOSMO
Chew the food until it becomes soft and pulpy. Then swallow. The empty feeling will go away.

BRAINIAC
(swallowing)
Taste and hunger. Interesting, how sensation and function perform in perfect harmony.

KOSMO
Even by our standards, the human body is a well-designed machine.

BRAINIAC
Flesh and bone is so fragile. And these muscles are feeble. I didn't realize how vulnerable they were - so susceptible to injury, disease...

Brainiac appears to be feeling the first pangs of human ANXIETY. Kosmo responds by turning his back to OPEN a drawer.

KOSMO
I anticipated this. Not all of your memory levels are back on line yet.

Kosmo suddenly whirls around and FIRES a RAY-GUN point blank. The beam is REPELLED as Brainiac remains unharmed - surprised by the GLOWING AURA that has instantly ENVELOPED his body.

KOSMO
The belt is armed. You designed it yourself. The force-field prevents any harm from ever coming to you while you're--

BRAINIAC
Learning. My function is to learn.

Kosmo frowns as Brainiac gently TAKES the weapon and EXAMINES it.

(CONTINUED)

CONTINUED:

BRAINIAC
(smugly)
What would I do without me.

Placated, he turns to the nearby MULTI-SCREENS. On one screen is a SOAP OPERA: a pair of young lovers having a passionate ARGUMENT.

BRAINIAC
Tell me, Kosmo - why is it their emotions seldom perform in perfect harmony?

On screen: the woman now SLAPS the man.

KOSMO
Human nature. Study their mating rituals and you'll see they seem to spend most of their time battling with their emotions. Or each other.

On screen: the lovers have made up and now passionately KISS.

BRAINIAC
Battles like that give new meaning to the act of surrender.

The small DRONE that was battered and abused earlier enters the bridge. Brainiac smiles as he watches the little robot slowly amble over to its station with a marked LIMP.

BRAINIAC
I assume this brain is capable of interfacing with every shipboard function?
(KOSMO nods)
Does that include the belt?

Reluctantly - Kosmo nods again.

Brainiac turns back to the Drone - and to Kosmo's horror the Belt SHOOTS A BEAM across the bridge that VAPORIZES the unfortunate robot on the spot.

BRAINIAC
So it does.

CUT TO:

EXT. METROPOLIS STREET - DAY

We hear a RUMBLING deep below the gaping HOLE in the pavement.

Suddenly, rocks and concrete EXPLODE from the hole... propelled by the BLURRED RED & BLUE FIGURE that ZOOMS UP out of the ground!

(CONTINUED)

CONTINUED:

THE FOG-MISTS HIGH ABOVE METROPOLIS begin to scatter with a WHOOSH of SUPER-BREATH while Superman's FLYING POV ZOOMS FORWARD. The mists continues to PART to the left and right, until he sees...

A CRYSTALLINE WALL. Translucent, with an eerie frosted glow.

SUPERMAN SPEEDS AHEAD, intending to CRASH THROUGH. But the awesome impact leaves only a slight DENT.

He HOVERS BACK to see the wall RISE into the air and CURVE OVER the city like a canopy.

SUPERMAN'S X-RAY VISION POV - through the wall - reveals:

A GIANT ROBOT DRONE too MAMMOTH to imagine. With dimensions so COLOSSAL, the robot would tower well over a mile into the air!

CUT TO:

INT. SPACE-ARK - THE TRANSPORT TUBE DOCK

Brainiac is climbing into a JET-TRAM, where a Drone sits at the helm. With a sudden KICK he sends the Drone hurtling out.

BRAINIAC
I want to drive.

The little Robot FALLS to the floor, bouncing in front of KOSMO's feet. Sighing wearily, Kosmo helps the Drone back up.

KOSMO
My mistake.

BRAINIAC
You've been up for three days, Kosmo. Get some sleep. And rest assured...

Now seated at the helm, Brainiac gives Kosmo a final sharp look.

BRAINIAC
Our prize will have my undivided attention.

The tram WHOOSHES Brainiac away through the transport tube.

KRYNNA
He suspects.

KOSMO
Every human instinct he cultivates is expanded to the Twelfth Level. Doubt and suspicion were inevitable.

KRYNNA
I have to say I'm not optimistic.

(CONTINUED)

CONTINUED:

Kosmo turns and starts walking away. The Drone hobbles after him.

KOSMO
I have to believe in Superman.

CUT TO:

EXT. METROPOLIS CITY PARK - DAY

A WHITE ENERGY SPHERE materializes and deposits... BRAINIAC. He calmly takes his bearings and sets out on a leisurely WALK.

A MOTHER SITS ON A PARK BENCH rocking a carriage, her INFANT sleeping as she reads the morning paper. She LOOKS UP to see

BRAINIAC - peering in at the baby. But there is no warmth in his eyes; just cold fascination while observing a new specimen. The mother is instinctually AFRAID. She drops her paper as we hear:

FANATIC'S VOICE
The sky - look at the sky! The day of reckoning is at hand.

The grungy RELIGIOUS FANATIC accosts them, ranting, Bible in hand. The infant starts to STIR from his peaceful sleep.

MOTHER
Sshhh! Please, my baby. Go away.

FANATIC'S VOICE
I tell you, Armageddon is upon us. Repent, woman. Ask for salvation.

The baby begins to CRY. Brainiac is ANNOYED on their behalf.

BRAINIAC
Go away. Or I'll be angry.

The fanatic ignores the warning and continues ranting in BRAINIAC's face.

FANATIC
Repent, brother. Repent or burn in Hell---

Suddenly the Belt EMITS A BEAM. It ignites the fanatic into an instant FIREBALL that SHOOTS UP into the air and EXPLODES in black smoke. Only the Bible and a charred shoe fall to the grass.

The mother THROWS herself across her crying infant, looking up at Brainiac with wide-eyed TERROR.

BRAINIAC
(thoughtfully)
I must do something about this temper.

(CONTINUED)

CONTINUED:

Calm once again, he spies the discarded Daily Planet on the grass. The headline reads: "MAN OF STEEL SAVES SKYSCRAPER".

Brainiac WALKS ON.

CUT TO:

EXT. METROPOLIS CITY HALL - DAY

The MAYOR, flanked by two AIDES, stands outside his limousine facing a small group of worried and concerned CITIZENS.

MAYOR
... people, please. All this wild speculation serve no purpose. When we have all the facts, you'll have all the facts. Until then, I---

LOIS'S VOICE
Mr. Mayor, given the severity of the situation... don't you think the public's entitled to know everything you know?

The Mayor frowns to see LOIS emerge to the front of the crowd.

MAYOR
This is not a press conference, Miss Lane.

GRANDMOTHER
(looking up)
There's a God in heaven after all.

Before anyone can say another word, all eyes LOOK UP to see SUPERMAN land majestically in their midst.

STREET KID
Glad to see you back on the streets, man.

WOMAN
Superman will put everything right again. He always does.

Superman distracted as he spots LOIS in the crowd. THEIR EYES LOCK for a meaningful beat...

And then Superman turns to His Honor. The distraught mayor leads Superman away for a moment of privacy.

MAYOR
What is this, Superman? You've got to tell me. What on earth has happened to my city?

CUT TO:

EXT. METROPOLIS STREET - DAY

Brainiac STROLLS along a wide street. No moving traffic. Cars left abandoned left and right. People wandering about aimlessly.

He PAUSES. Nonchalantly, he LOOKS UP at the billows of FOGGY MISTS that still hang low over the city.

CUT TO:

SUPERMAN AND THE MAYOR

His Honor now sits on the steps. His eyes wide with disbelief.

MAYOR
... you can't be serious. Tell them Metropolis has been taken hostage aboard a giant flying saucer? You have any idea what kind of damage that would do to my re-election campaign?

Something ABOVE has caught Superman's attention. The mayor also looks up. As do LOIS and the other reporters.

THEIR POV - TOWARD THE SKY

The FOG-MISTS have begun to DRIFT... revealing the immense CRYSTALLINE CANOPY that now ENCAPSULATES Metropolis on all sides. A city captured under glass!

Superman TAKES OFF and follows the now-streaming MISTS. Lois and the other reporters follow.

CUT TO:

BRAINIAC

He stands planted in the middle of the street like some malevolent God, both arms OUTSTRETCHED toward the sky.

From all directions, the FOG-MISTS in the sky are now FUNNELING DOWN TOWARD Brainiac in multiple streams.

All of them COMBINE into one thick stream that POURS DOWN into an open manhole in front of Brainiac.

And just as the last of the mists disappear... his boot pushes the cover back in place.

SUPERMAN lands in the middle of the street to face his foe.

BRAINIAC
I'm Brainiac.

Brainiac steps forward to scrutinize Superman.

(CONTINUED)

CONTINUED:

BRAINIAC
I've come a long way to meet you, Superman.
(a closer look)
No negative effects from last night. Amazing. Truly amazing.

SUPERMAN
I could say the same for your ship.

Brainiac smiles with satisfaction.

SUPERMAN
(gestures at the canopy overhead)
This... all this is your doing?

BRAINIAC
(with genuine pride)
A complex molecular matrix of my own design. I doubt if even you could break through.

Brainiac continues to study his "caped specimen" with fascination.

SUPERMAN
You may soon find out. I <u>know</u> what you've done to Metropolis.

Superman's tone indicates that he knows the "big picture".

BRAINIAC
You continue to astound me.
(studying him)
You can't be one of them.

Suddenly, Brainiac's belt emits a WHITE BEAM that engulfs Superman in an instantaneous FIREBALL.

But then, just as quickly, the fireball VANISHES. Superman stands unscathed. Unfazed.

BRAINIAC
As I thought. Another species - alien to earth. Far superior.

Superman opens his mouth...
and "EXHALES" all the fire he swallowed in a TEN-FOOT STREAM OF FLAME that creates a blazing RING OF FIRE around Brainiac.

The BELT responds, emitting the FORCE-FIELD that instantly ENVELOPS Brainiac. He STEPS THROUGH the flames without harm. He shrugs apologetically.

(CONTINUED)

CONTINUED:

The car FLIPS OVER in spectacular fashion to SHEAR OFF a fire hydrant. Water GUSHES UP in a 20ft geyser. People RUN.

SUPERMAN blows SUPER-BREATH at the gushing water... BLOWING the geyser toward Brainiac to DOUSE him with a POWERFUL STREAM.

He then uses a blast of SUPER-COLD BREATH to instantly FREEZE the water and ENCASE Brainiac in a six-foot tall block of ICE. But through the ice the tell-tale aura start to glow RED.

A beat and the ice EXPLODES! BRAINIAC EMERGES, steam billowing.

BRAINIAC
I must say that was refreshing.

A POLICE SWAT TEAM arrives and takes up battle positions.

POLICE BULLHORN (v.o.)
Everyone stay back. Keep clear, people. Stay behind the lines.

Prominent among the onlookers is Perry White and Jimmy Olsen.

JIMMY
Pulverize him, Superman. Pound this guy into hamburger. Show him what the home team can do!

BRAINIAC

glances with curiosity at the crowd, cheering for Superman.

BRAINIAC
How they worship you. What did you do to win their loyalty?

Superman starts to advance, his anger mounting.

BRAINIAC
Don't tell me. You earned it.

Brainiac scans around... his gaze finally settling on the giant GLOBE mounted on the roof of the Daily Planet Building.

BRAINIAC
There are easier ways to command devotion.

Suddenly, his Belt fires a beam up to the Daily Planet roof that DISENTIGRATES the metal base that holds the globe in place.

The globe TEETERS... WRENCHES... then... the base COLLAPSES! The globe ROLLS OFF the edge of the roof... toward the street below.

Superman shoots Brainiac a LOOK.

CONTINUED:

BRAINIAC
What can I say? I'm only human.

SUPERMAN TAKES OFF into the air to CATCH the ten ton steel globe. Like Atlas, HOVERING in mid-air, the "world" on his shoulders.

BRAINIAC
A toy planet you can save... but not your city.

Brainiac looks up... his belt fires a BEAM at the roof of the Daily Planet Building that MATERIALIZES into an ominous SYMBOL we recognize. The BRAINIAC SYMBOL now crowns the roof of the Planet.

BRAINIAC
Metropolis belongs to me now.

This only makes Superman more determined. Angrily, he THRUSTS one arm into the globe up to the elbow.

Then he swoops down and PITCHES it like a giant bowling ball - to send the STEEL GLOBE ROLLING UP the center of the street.

BRAINIAC
I can sense you're not taking this well.

The mammoth PLANET GLOBE ROLLS, BOUNCES... crushing cars, knocking over streetlamps... GAINING SPEED as it barrels up the street...

But BRAINIAC calmly stands his ground as the ROLLING PLANET GLOBE STRIKES HIM dead-on. It EXPLODES and SHATTERS, filling the air with metal shards that RAIN DOWN over the area.

SUPERMAN is visibly frustrated to see BRAINIAC still standing, unharmed... the street littered with the wreckage of the globe.

BRAINIAC
It must be difficult for them to see their valiant hero fail... but trust me, Superman, they'll get over it.

Brainiac looks around to see expressions of shock, anger and disbelief on the faces of speechless Metropolis CITIZENS.

BRAINIAC
(with a shrug)
Eventually...

CLOSE ON TWO METAL FRAGMENTS. Each one a half of the "L.L. +S" valentine... broken now, like the romance it once symbolized.

BRAINIAC
After the initial shock... you'd be surprised how eagerly most species learn how to thrive in captivity.

(CONTINUED)

CONTINUED:

Brainiac's Belt suddenly EMITS a powerful YELLOW BEAM that BOMBARDS Superman's chest. But his beam has NO EFFECT!

BRAINIAC
You insist on making this difficult.

SUPERMAN
What can I say. I'm super.

THE CROWD cheers and applauds. PERRY and JIMMY prominent.

JIMMY
That's tellin' him, Superman. Make him kiss your S!

BRAINIAC
You won't be sensible about this?

SUPERMAN
I never give up, Brainiac.

Brainiac concentrates and his Belt fires a more powerful ORANGE BEAM. It knocks Superman BACK a step. But he stands his ground.

SUPERMAN
And I never learned how to lose.

Undaunted, Superman CHARGES FORWARD into the orange beam.

BRAINIAC
Then I shall enlighten you.

Brainiac's AURA suddenly becomes BRIGHTER as he draws more POWER. Superman is STOPPED short. He grabs his chest and DROPS to one knee in agonizing PAIN.

JIMMY AND PERRY watch, crestfallen.

JIMMY
C'mon, pal. C'mon...

SUPERMAN reaches out with one hand in a vain attempt to deflect the relentless oncoming beam with his palm.

BRAINIAC slowly ADVANCES up the street, the double orange beam continuing to mercilessly bombard Superman.

BRAINIAC
Unpleasant as it is to watch... I'm sure the people of Metropolis appreciate your efforts.

LOIS LANE

has just ARRIVED on the scene, out of breath... fighting her way to the front of the crowd to see:

CONTINUED:

BRAINIAC still pelting the downed Superman with the orange beam.

BRAINIAC
Let's not draw this out much longer.
For their sake.

The beam turns PURPLE and becomes even more POTENT than before. The new barrage causes Superman to BUCKLE OVER.

BRAINIAC
Man of Steel. Isn't that what they
used to call you?

Superman lays on his side now, curled up in a fetal position.

BRAINIAC
You meant something to them. You
deserve to be remembered.

Brainiac breathing heavily now, face flushed, concentrating. Pushing himself to the limit but clearly ENJOYING the rush.

BRAINIAC
A monument... or a statue. That's it,
a statue. A statue of steel.

Brainiac concentrates even harder. He's worked up a sweat by now and almost seems to be in a state of joyous RAPTURE.

BRAINIAC
Die, Superman. You must know how to
die.

Suddenly, the purple beam ERUPTS INTO A BRILLIANT, breathtaking BURST OF MULTI-COLORED LIGHT.

A FINAL SURGE THUNDERS into Superman - resulting in a violent EXPLOSION that rains dirt and rocks over the street. When the smoke settles we see...

A CHARRED SMOKING CRATER. NO TRACE of Superman left.

BRAINIAC
What did I tell you.

BRAINIAC still flushed. Spent. Surprised by his own might.

THE CROWD is dumbstruck. In shock. Unable to speak. LOIS can't help herself. Screaming, she RUNS OUT into the street.

LOIS
NOoooooo!

PERRY has to hold JIMMY back to keep him from going after her.

LOIS drops to her knees before the crater, unmindful of Brainiac.

(CONTINUED)

CONTINUED:

With the fascination of a scientist observing a new specimen, he WATCHES Lois weep. He's taken a definite INTEREST in her.

Brainiac moves NEXT to the kneeling Lois and LOOKS UP, closing his eyes. A WHITE SPHERE MATERIALIZES to envelop them BOTH.

When it DISAPPEARS a beat later... Brainiac and Lois are GONE. Shocked SILENCE for several beats. Nobody moves. And then...

A "STATUE OF STEEL"

MATERIALIZES over the crater... via a BEAM shooting down from above. A stainless steel SUPERMAN STATUE.

Brainiac kept his word. But the statue is forged in the SAME HUMILIATING POSE of defeat that befell Superman: cowering on one knee, head down, arm held out.

Jimmy, Perry, other onlookers venture forth, speechless, to read an inscription on the base of the statue:

"IN MEMORY OF THE SPECIMEN SUPERMAN.
ORIGIN UNKNOWN"

CUT TO:

INT. BRAINIAC ARK - KOSMO'S WORKSHOP

The exhausted Kosmo has dozed off in his chair. He doesn't yet know his precious epaulet is MISSING again.

BRAINIAC'S VOICE
Kosmo... wake up, Kosmo.

Kosmo wakes with a start, to see Brainiac standing in the doorway.

BRAINIAC
I have a surprise for you.

Brainiac steps aside... and ushers in KRYNNA... now FULL-SIZED. Kosmo is speechless.

KRYNNA
Yes, Kosmo... it's true.

Overcome with joy, Kosmo and Krynna rush into each other's arms.

BRAINIAC
We put her under the Ray so often - by the time we finally perfected the process the damage was done, you said. Her molecules would never survive one more enlargement.

While Kosmo and Krynna embrace, Brainiac paces around the room.

(CONTINUED)

CONTINUED:

BRAINIAC
What did I tell you. Everything is possible.

Overwhelmed, Kosmo looks up from his joyous embrace with Krynna.

KOSMO
How - how do we ever thank you...

BRAINIAC
The least I could do. The torture you two went through. Not being able to kiss. Embrace. Touch the face of the one you love.

Brainiac takes out a small timer device and consults it.

BRAINIAC
It's a shame I didn't neutralize the molecular breakdown.

Kosmo and Krynna interrupt their embrace and turn to Brainiac.

KOSMO
You didn't n-n-neutralize the breakdown?

BRAINIAC
I delayed it. By fourteen minutes.

KRYNNA
(frightened)
Kosmo, hold me. H-Hold me...

Krynna's eyes widen as she starts to CONVULSE. She looks down to see her skin and clothing begin to shimmer with a STRANGE EFFECT.

BRAINIAC
(consults timer)
Make that thirteen minutes.

Krynna's legs start to "seep" onto the floor in a quivering mound.

BRAINIAC
It's clear now. You concealed the full range of Superman's powers from me - in the hope that I'd be the one who didn't survive our encounter.

Kosmo clings to Krynna, hopelessly trying to stave off her horrific molecular "meltdown".

BRAINIAC
Your champion fought well. He didn't hesitate to sacrifice his life for his city.

(CONTINUED)

CONTINUED:

BRAINIAC
For a moment there, I felt admiration for him. Even respect.
(beat)
Useless feelings. They were deleted.

Kosmo has dropped to his knees, mortified, helpless to stop the final remains of Krynna from seeping through his grasping fingers.

BRAINIAC
These humans have a saying, Kosmo. 'You always hurt the one you love'.

As Brainiac walks out, a weeping Kosmo is left huddling over the protoplasmic puddle that was once his wife.

CUT TO:

INT. SPACE-ARK - "GUEST" QUARTERS

Where LOIS LANE lays prone in a deep sleep. The light dim. An OUTER SPACE VISTA visible through a large portal in the far wall.

BRAINIAC stands over Lois - holding her SILK SCARF to his nose to savor the scent of the perfume. Admiring her, he reaches down to brush his fingers against her soft white cheek.

CUT TO:

A BLACK SCREEN

Silence for several beats. Then we HEAR a familiar voice amplified by a chilling echo effect.

BRAINIAC'S VOICE
Die, Superman. You must know how to die.

A BURST OF WHITE LIGHT FILLS THE SCREEN

and a CLOUD OF RED AND BLUE VAPOR zooms forward at great speed through a COSMIC TUNNEL of spectral WHITE LIGHT.

BRAINIAC'S VOICE
Interception achieved.

The cloud RACES THROUGH the winding tunnel of white light until it approaches a DEAD END ahead: a crystalline wall.

MALE VOICE TWO
Initiating entry into Kandor now.

The vapor cloud continues to zoom FORWARD. As it PASSES THROUGH the crystalline wall there is another EXPLOSION of white light.

DISSOLVE TO:

A SPHERICAL CHAMBER

Where the vapor has just SOLIDIFIED into SUPERMAN. He lays in a fetal position, his smoking body covered by BURNS, SOOT and ASH.

MALE VOICE ONE
We have him.

FEMALE VOICE
There is more damage than we anticipated.

MALE VOICE TWO
We may be too late.

CUT TO:

EXT. BRAINIAC'S SPACE-ARK

Slingshoting across the cosmic panorama of outer space.

INSIDE THE SPACE-ARK - THE OBSERVATION DECK

LOIS AND BRAINIAC sit at a small dinner table. Both dressed in formal dress "space-garb". Through the viewing portal behind them a spectacular OUTER SPACE vista beckons.

Little VINCENT is nearby, wearing an apron and a chef's hat.

BRAINIAC
You've outdone yourself, Vincent. You must tell me how you synthesized this marvelous sauce.
(aside to Lois)
I love to learn. You might say it's my reason for living.

Brainiac notices Lois push away her plate. On it is a blue steak.

BRAINIAC
Too rare for you?

LOIS
My doctor told me to avoid blue meat.

BRAINIAC
Vincent!
(to Lois)
Obviously, somebody didn't spend enough time in the kitchen studying his earth-cuisines. My humble apologies.

LOIS
It's all right - really.

(CONTINUED)

CONTINUED:

Hesitantly, the little robot ambles up to the table.

BRAINIAC
On Earth, Vincent, you'll find blue sky - blue oceans - even blue hair... but what you'll never find is a blue filet mignon!

Brainiac grabs his water glass. He rips off Vincent's chef's hat.

BRAINIAC
Open your portal. I said open your portal!
(to Lois)
Spare the rod and spoil the drone.

A small hatch opens in the Drone's head. Brainiac POURS the glass of water down the hatch. Vincent begins to SHORT-CIRCUIT, bouncing off the floor and the walls in a spastic frenzy... until he finally comes to rest - upside-down against the far wall.

An awkward silence for several beats as poor Vincent fizzles and smokes in the corner.

LOIS
I think I'll just pass on dessert.

BRAINIAC
You have to start eating more. You're eight pounds under your ideal earth weight.

LOIS
Eight pounds!? You know a woman's figure about as well as Vincent knows how to cook!
(resigned)
All the females in Metropolis... and you had to pick me.

BRAINIAC
You were Superman's woman.

LOIS
(bitterly)
In my dreams.

THREE SCREENS MATERIALIZE to show:

a procession of TV NEWSCLIPS of SUPERMAN and LOIS: Superman saving her from: gunfire/ a fall/ a fire/ Lois interviewing Superman/ Superman flying with Lois/ The two of them holding hands at a public function/ Etc, etc.

(CONTINUED)

CONTINUED:

BRAINIAC
Those are not dreams. You were Superman's woman.

Lois breaks down. Fascinated, Brainiac reaches out to TOUCH one of her tears. He puts his finger to his mouth to TASTE it.

Lois RISES and walks over to the viewing portal to gaze into deep space. Brainiac rises to join her.

BRAINIAC
Simple logic dictates a specimen of his caliber would have chosen a superior female for himself.

Brainiac behind Lois now, putting his hands on her shoulders. As she wipes her eyes, Lois tenses from his touch.

BRAINIAC
It's time to leave Superman to the past. Look to the future.
(beat)
I've chosen you to be my teacher, Lois. Together we'll explore romance. Seduction. Share the depth and power of our emotions.

Lois thinks furiously as Brainiac clumsily nuzzles her neck.

LOIS
I can see why you love to learn.

BRAINIAC
I'd hate to resort to force. What will it take to win you? What do I give you...

Lois has an idea at last. She turns around.

LOIS
Three days.

BRAINIAC
Three days?

LOIS
When one of us dies... the mate must go through a period of solitude. It's our way. How we deal with grief.

BRAINIAC
(considers this)
After this solitude... you will accept me? Be with me?

Lois forces a nod. Brainiac looks to the stars to ponder.

(CONTINUED)

CONTINUED:

BRAINIAC
Two days. I'll give you two days.

Lois breathes a silent sigh of relief. The door hisses open and another DRONE enters the room.

Poor VINCENT remains in the corner, still short-circuiting and fizzling.

LOIS
Thank you. A lot of men might not have understood.

The Drone starts to lead Lois out. Brainiac turns his gaze back toward the stars.

BRAINIAC
You'll be worth the wait.

CUT TO:

INT. SPACE-ARK - WASTE DISPOSAL UNIT

KOSMO clutches a wok-shaped CONTAINER. Inside it are Krynna's liquified remains.

He holds it up, bows his forehead and closes his eyes.

He places the container in the disposal bay. A transparent door slides down, and WHOOSH -- it is EJECTED into outer space.

KOSMO

peers forlornly through the portal - a face of utter despair watching the container disappear into the blackness of space.

He presses the tip of his index finger to the glass portal and mouths a soundless farewell.

CUT TO:

THE "S" EMBLEM

of Superman's uniform. It's hanging on a wall in a FUTURISTIC CHAMBER totally different in design from Brainiac's ship.

MALE SURGEON ONE
Such a strange crest. It belongs to no family in Kandor.

MALE SURGEON TWO
At least he'll live to wear it again.

CAMERA PULLS WIDE

(CONTINUED)

CONTINUED:

to reveal we are in an operating room inside THE CITY OF KANDOR's awesome PYRAMID OF HEALING. Their equivalent to a hospital.

THREE SURGEONS surround Superman on an operating table. They wear visors and germ-proof masks.

They are assisted by two medical MINI-DRONES that hover low over Superman's body.

FEMALE SURGEON
Life will be different for him here.

MALE SURGEON TWO
He'll have to learn to adjust.

MALE SURGEON ONE
We discover one of our own in the earth-city - and there is no inquiry? No attempt to learn why he was found with a genetically-impaired lesser species?

Suddenly, an imperious VOICE booms through the chamber.

MAX-DUR'S VOICE
I shall make a point of relaying your concerns to the rest of the Council.

All eyes look up to see an IMPOSING FIGURE-- gray hair, dressed in the attire of high rank-- stand in the OBSERVATION DECK overhead.

This is the Elder known as MAX-DUR.

MALE SURGEON ONE
(intimidated now)
I... we... didn't see you, Max-Dur. As ever, an honor.

MAX-DUR
His name is Kal-El. His father and I were colleagues years before you were born. That will have to appease your curiosity for now.
(beat)
Prognosis.

MALE SURGEON TWO
The tissue regeneration has been successful. We expect full recovery.

MALE SURGEON ONE
This Kal-El will be able to lead the life of a normal man.

Max-Dur stares down at them for a long beat.

(CONTINUED)

CONTINUED:

MAX-DUR
You don't know what you're asking of him.

CUT TO:

INT. SPACE-ARK - THE "GUEST QUARTERS"

Lois sits, "talking" with VINCENT as she examines the patches and staples that have been applied to mend the damage Brainiac caused.

LOIS
... there's no excuse for his kind of abuse. But somebody around here must take care of you. Loving care. Is it another machine?
(ONE BEEP)
No. What does that leave - another living being? Is there someone else aboard this ship? Someone alive?
(TWO BEEPS)
Thank God. Do you think this person might be willing to help me?

TWO MORE beeps. Lois sighs with relief.

LOIS
Listen, Vincent - I'm a desperate woman. In two days Brainiac makes me the love of his life. Please... I need a friend.

A long beat. The Drone finally BEEPS and extends an antenna into a wall panel. The DOOR silently hisses OPEN.

Outside a waiting TRAM in the transport tube beckons.

CUT TO:

SUPERMAN

REVIVING to find himself on a floating recliner in a FUTURISTIC PRIVATE ROOM. He is wearing a STRANGE OUTFIT. He doesn't yet realize his face now shows a day's growth of BEARD.

He steps off the recliner. Still woozy, he tries to focus his x-ray vision on the door. But he CAN'T SEE THROUGH.

He tries to PUSH the door in - it DOESN'T BUDGE. Baffled, he rams the door with his shoulder. It HOLDS. And his shoulder HURTS.

CLOSE ON A WOMAN'S HAND - pressing a control panel on the wall.

(CONTINUED)

CONTINUED:

Suddenly, Superman turns around to see the far wall of the room SLIDE AWAY to reveal an outdoor BALCONY that looks out onto...

THE CITY OF KANDOR

Magnificent chiseled crystal towers and multi-level plateaus. Hovercars navigate canyons criss-crossed by elevated sidewalks.

Here too is a tell-tale CRYSTALLINE CANOPY. But here an artifical RED SUN illuminates the city. The air has a distinct CRIMSON hue.

SUPERMAN grimly REACTS when he spots the ominious BRAINIAC SYMBOL floating above the skyline. He steps closer to the balcony EDGE.

FEMALE VOICE
You may jump. It's flying which is out of the question.

Superman turns to see VUL-NU, the female surgeon, facing him.

VUL-NU
Welcome to Kandor. I am Vul-Nu.

SUPERMAN
Brainiac took your city too.

VUL-NU
Many years ago. My colleagues and I make a habit of observing every city to join the Collection. You we found particularly interesting.

SUPERMAN
You saw the fight.

VUL-NU
We had to beam you out. It was the only way to save your life.

Superman flexes an arm and rubs his sore shoulder.

SUPERMAN
And my powers?

VUL-NU
Your survival came with a price.

The stark reality of his predicament is starting to sink in.

VUL-NU
Anywhere else in the galaxy you're a Superman. Not here. Under our red sun you're like all of us - mortal for the rest of your natural life.

(CONTINUED)

CONTINUED:

SUPERMAN
What are you telling me?

VUL-NU
You've come home, Kal-El. This is Krypton.

Superman REACTS. He turns - awe-struck by the stark magnificence of this city from the lost planet of his birth.

CUT TO:

INT. SPACE-ARK - A TRANSPORT TUBE

VINCENT has driven the JET-TRAM to a stop in front of a massive DOOR. He and LOIS step out. The Drone inserts a rod into the wall and the door OPENS. They venture in - to see

THE CHAMBER OF CITIES

a cavernous room filled by rows of floating CRYSTALLINE CITY-EGGS. Each city-egg hooked up to its own cluster of LIFE-SUPPORT tubes.

Each city-egg crowned by a GLOWING ORB that emits artificial "sunlight".

Orbs of all different colors to simulate their planets' original suns. Yellow. Green. Orange. Blue.

Lois ventures forth, awe-struck. She now knows the unspeakable TRUTH. Brainiac not only steals the cities he collects... he SHRINKS THEM DOWN and ENCAPSUALTES them. Each city inside a crystalline "egg". Each egg TEEMING with MICROSCOPIC millions.

PANNING WITH LOIS WALKING AMONG THE CRYSTAL EGGS

A spellbinding cross-section of intergalactic life. No two cities alike. Each from a different planet.

An UNDERWATER CITY of coral-like spires. A "TREE HOUSE" CITY nestled in a jungle-infested egg. A SILICON CITY, a geometric oasis in a desert egg. A ROCK CITY chiseled in walls of cliffs.

LOIS stops, not prepared for the LAST CITY in the row:

METROPOLIS

The familiar skyline MINIATURIZED, the entire city contained within a four foot long crystalline egg.

Lois advances, in shock and fascination. She spots a toy-sized Daily Planet Building. And the ominous Brainiac Symbol.

(CONTINUED)

CONTINUED:

KOSMO
I'm sorry about your Metropolis.

Lois whirls to see KOSMO and another Drone facing her.

LOIS
All my friends...

KOSMO
Intact, I assure you. Probably still unaware of their true size.
(gestures around)
Brainiac's Collection. Hundreds of cities stolen from all ends of the galaxy. Sustained by artificial environments that simulate the conditions on their home planets.

LOIS watches VINCENT scoot over to join KOSMO and the other drone.

KOSMO
Kosmonur-Byrr, at your service. My people used to call me Kosmo.

LOIS
Their intelligence is amazing. Did you build them?

KOSMO
(nodding)
Fourth-Level, most of them. Vincent and Roberto are Sixth.
(checking Vincent)
These days most of my time seems devoted to damage control.

LOIS
I've seen how he treats them.

KOSMO
He has a sick mind.

In the next row, TWO OTHER DRONES pass by. They are pulling a CITY-EGG behind them on an anti-grav platform.

LOIS
Where are they taking that city?

KOSMO
(gravely)
Out of our hands.

Suddenly solemn, he turns and starts to WALK OUT. Vincent offers Lois a pincer. They follow Kosmo.

CUT TO:

EXT. PYRAMID OF HEALING - BALCONY - DAY

Superman and Vul-Nu still talking. Looking up at the crimson light filtering in through the canopy over the city.

VUL-NU
... if it were possible to get past our solar field and escape the egg - yes. You'd regain all your powers. But teleport beams require tremendous energy. The amount of power rationed to each city is closely monitored.

They walk back into the private room.

SUPERMAN
You managed to pull me in.

VUL-NU
Energy we siphoned from the beam Brainiac was generating to kill you.

SUPERMAN
I can't let it end like this. I'll have failed Metropolis. The people who depended on me **and my world.**

Vul-Nu opens a hidden CLOSET: we see the familiar SUPERMAN UNIFORM with the red S-emblem -- and an all-white KRYPTONIAN OUTFIT with a black S-emblem. ("S" also happens to be the Jor-El family crest).

VUL-NU
You were willing to die for them. They can ask no more of you.

Vul-Nu takes out the Kryptonian outfit and hands it to him.

VUL-NU
We've outgrown the need for heroes. What Kandor has to offer Earth could have never given you. A new start. Peace of mind. A normal life.

An ATTENDENT enters with a tray of oblong glowing CRYSTALS. He places the tray on the table.

VUL-NU
I requested the Learning Crystals. They'll help reacquaint you with your heritage.

Vul-Nu reaches into her pocket. She extracts a SMALL OBJECT wrapped in foil cloth. She sets it on the table.

VUL-NU
Something we found in the pouch of your cape.

(CONTINUED)

CONTINUED:

SUPERMAN
I have to finish this, Vul-Nu. Help me.

She ponders a beat, then from her other pocket withdraws a CRYSTAL and inserts it in a wall grid. The wall becomes a giant SCREEN.

VUL-NU
It is finished.

The SCREEN lights up... to show a REPLAY of the final moments of Superman's agonizing defeat on his knees before Brainiac.

VUL-NU
Brainiac is an unstoppable force. The rest of us have learned to live with that fact. In time, so will you.

Vul-Nu LEAVES.

Superman looks at the SCREEN to see an image of himself on his knees, succumbing to the massive punishment of Brainiac's beam. He can't contain his anger and frustration any longer. His arm LASHES OUT and knocks over the tray of learning crystals.

The crystals CRASH to the floor. Shatter and break. Superman looks at the back of his hand. There is a GASH. He's BLEEDING.

He sits at the table, dejected. The enormity of his predicament has hit him. He leans forward and buries his head in his arms.

On the floor... shaken from the foil-cloth... Lois's PENDANT.

CUT TO:

INT. SPACE-ARK - MAIN BRIDGE

BRAINIAC sits in his command chair as two Drones deposit the CITY-EGG they took from the Chamber onto one of two twin PLATFORMS.

BRAINIAC
Six thousand fuel crystals.

ON THE MONITOR SCREEN

Three one-eyed ALIEN WARRIORS face us on THE BRIDGE of their ship.

ALIEN CAPTAIN
Six will scarcely leave us enough fuel for the voyage home. We can pay you five thousand.

BRAINIAC
Now it's seven thousand. For insulting my intelligence.

(CONTINUED)

CONTINUED:

ALIEN CAPTAIN
Be reasonable, Brainiac. We only want to bring our city home. Show some common decency.

BRAINIAC
Sorry. I had no use for decency.

CUT TO:

INT. SPACE-ARK - WIDE ANGLE

A speeding JET-TRAM seems toy-sized zipping through a transparent tube that runs across the vast interior of the humongous Ark.

KOSMO
... it was to be Colu's finest hour. A quantum leap in the science of robotics. The first Twelfth Level Machine.

INSIDE THE MOVING JET TRAM sit Kosmo and Lois. Vincent drives.

KOSMO
A sentient robot designed to remain self-sufficient for thousands of years. Endowed with an intelligence quotient factored all the way to the twelfth power.

As the CAMERA MOVES with the tram, it passes more of the awesome wonders inside Brainiac's vessel, itself the size of a city.

KOSMO
Brainiac's prime function was the study of life - it was only natural for him to be curious about his creators. By the time we discovered his true motives, it was too late.

CUT TO:

EXT. THE "NEW" CHAMBER

The jet-tram comes to a STOP in front of the New Chamber. Kosmo, Lois and Vincent exit and walk up to the armored door.

KOSMO
He began abducting us. Collecting us for unspeakable experiments. In his insatiable quest for knowledge we had become expendable.

(CONTINUED)

CONTINUED:

LOIS
You must've fought back.

Vincent inserts a rod into a wall grid. The huge door OPENS, revealing a dimly lit interior. They venture IN.

KOSMO
He fortified himself with weaponry eons beyond our own. And a power plant volatile enough to ignite a sun. In a matter of days Colu was a dead world. Our race extinct.

INSIDE THE CHAMBER they approach the foreboding machine hulk laying on an anti-grav rack bathed under eerie purple light.

KOSMO
So he built this vessel. The Ark has been travelling the galaxy ever since in search of new specimens. For three centuries, by your reckoning.

LOIS
The Brainiac I met is not three hundred years old.

KOSMO
The man, no.

Kosmo presses a switch... and bright lights ILLUMINATE the monstrous sleeping robot in graphic detail.

KOSMO
The machine.

CUT TO:

THE MAIN BRIDGE - THE TWO ADJOINING PLATFORMS

Brainiac STUDIES the pile of FUEL CRYSTALS as it materializes on one platform. The alien CITY-EGG sits atop the other platform.

ON THE VIEWER SCREEN the Alien Captain seethes with bitter rancor.

ALIEN CAPTAIN
Seven thousand. Does Brainiac wish to confirm the count?

BRAINIAC
I just did.

Brainiac walks to the city-egg now, gently resting his hands on the egg as he PEERS IN at the miniature alien city.

(CONTINUED)

CONTINUED:

BRAINIAC
It just won't be the same around here without you. But I know how long you little devils have been itching to leave the fold...

CLOSE ON BRAINIAC'S RIGHT HAND

smoothly attaching a small DISC-SHAPED DEVICE to the REAR side of the city-egg.

BRAINIAC
You want to expand your horizons... see the stars...

ALIEN CAPTAIN'S VOICE
We are waiting, Brainiac.

Brainiac walks over to a console and begins pushing switches.

BRAINIAC
One city - coming right up.

EXT. OUTER SPACE

The gargantuan SPACE-ARK dwarfs the nearby ALIEN WARSHIP.

CUT TO:

INT. THE NEW CHAMBER

Kosmo, Lois and the Baby Drones face the awesome sleeping Robot.

KOSMO
... just as we were about to activate him... a virus showed up in the Fifth Level memory. No one wanted to lose a year to dismantle. The decision was unanimous. Brainiac was designed to correct any defect. We had convinced ourselves our creation was infallible.

LOIS
You and the boys who came up with the Titanic.

KOSMO
Brainiac did neutralize the virus - but not before a virulent byte breached the Moral Imperative mode.

LOIS
I don't like the sound of that.

(CONTINUED)

CONTINUED:

KOSMO
He lost the ability to distinguish good from evil. Wrong from right. Once he began the mass abductions - the unthinkable experiments - we knew our learning machine had evolved into a monster.
(beat)
Now I'm afraid the monster has become something worse.

CUT TO:

INT. SPACE ARK - MAIN BRIDGE - DAY

Brainiac pushes a final switch. A beat later the alien city-egg DEMATERIALIZES from the platform.

CUT TO:

INSIDE THE ALIEN WARSHIP - BRIDGE

The city-egg MATERIALIZES on their receiving platform. The cyclops ALIEN WARRIORS gather around it. Brainiac ON SCREEN.

BRAINIAC
(invigorated)
I never knew what greed and desire could do for a negotiation. I hope it was good for you too.

ALIEN CAPTAIN
For your sake, Brainiac - I hope our paths shall never cross again.

On their screen, Brainiac holds up a DISC-DEVICE identical to the one he placed on the back of the city-egg.

BRAINIAC
Let me lay your minds to rest.

He SQUEEZES it gently... and THE OTHER DISC-DEVICE on the back of the city-egg LIGHTS UP.

ON THE BRIDGE - the city-egg starts to ENLARGE... SHATTERING the crystalline canopy... DOUBLING IN SIZE each second. The alien warriors SCRAMBLE in panic... only to be CRUSHED ALIVE as the SWIFTLY-GROWING CITY devours the bridge.

IN OUTER SPACE

the runaway growth continues as the EXPANDING CITY CRACKS THE WARSHIP WIDE OPEN. The unprotected city swiftly FREEZES and SHATTERS in the harsh rigors of outer space.

(CONTINUED)

CONTINUED:

BRAINIAC smiles as he stands before his monitor screen, watching countless lives being extinguished.

BRAINIAC
...expand your horizons... see the stars...

CUT TO:

INT. SPACE-ARK - KOSMO'S WORKSHOP

KOSMO and VINCENT are repairing several of the lesser Drones. LOIS stands by. Hi-tech robot and android parts clutter the lab.

KOSMO
It was hopeless. No one is a match for Brainiac - not even Superman. If I had left your city alone my Krynna would still be alive.

LOIS
Metropolis always counted on him to be there for them. But I was worse - I wanted him to be there just for me.
(with emotion)
I can't believe he's dead.

KOSMO
I didn't say he was dead. I said it was hopeless.

LOIS can't believe her ears. Although Vincent notices her reaction, Kosmo continues making repairs, oblivious.

KOSMO
We found this odd reading - a micro pulse-wave between Metropolis and the city called Kandor. An electron scan told the rest. The Kandorians managed to save his life. They pulled him in.

LOIS, overwhelmed by emotion, charges at an unsuspecting Kosmo.

KOSMO
Kandor is where he'll stay. He's given up. After the beating he took, who could blame---

Suddenly, Kosmo feels himself SPUN AROUND as an avenging Lois GRABS the front of his uniform and SLAMS him up against the wall.

LOIS
Listen to me. The Superman I know never gives up. Never.

(CONTINUED)

CONTINUED:

Lois is like a woman possessed, not aware of her own strength as she keeps the frightened Kosmo pinned against the wall.

LOIS
Something must be holding him back. Send me into that city and I'll find him. He'll save us. He'll win. I know he'll win.

KOSMO
You - you still believe in him?

LOIS
I'll stake my life! Will you?

KOSMO
(he ponders)
If I say yes, will you let go of me?

LOIS
Oh. Sorry.

Lois lets go.

Greatly relieved, Kosmo adjusts his uniform and steps away to go into a huddle with Vincent and the other Drones. Lots of hushed whispers and low beeps.

Vincent and the Drones then CONVERGE on Lois and apply odd devices to take her MEASUREMENTS. With a pair of forceps Vincent begins calibrating the precise width of her head.

Lois looks to Kosmo questioningly.

KOSMO
We have to work fast.

CUT TO:

INT. PYRAMID OF HEALING - KAL-EL'S ROOM - DAY

Superman paces back and forth, watching the wall screen. Grim. Solemn. The Learning Crystals still scattered across the floor.

ON THE WALL SCREEN: Brainiac's Ark approaching Krypton... the Ark hovering over Kandor... the city being drawn up into the Ark.

COMPUTER VOICE
... Brainiac Day. The Science Council has set aside this day of worship once every ninth solar cycle.

SUPERMAN continues to pace. Now ON THE SCREEN: the Ark zooming away from Krypton... the planet exploding... and an empty void.

(CONTINUED)

CONTINUED:

COMPUTER VOICE
Tomorrow we again give thanks to our glorious Savior. For sparing us from Krypton's destruction. For saving our race from extinction. For--

After shutting off the screen, Superman looks away to SEE - laying amid the shattered crystals, LOIS'S PENDANT. He picks it up.

SUPERMAN
Metropolis or you. I thought I had to choose. Now I've lost you both.

Seeing Brainiac worshipped... failing Metropolis... losing Lois... these things combine to REKINDLE the indomitable Superman spirit. He stands and presses a service buzzer.

He picks up the WHITE KAL-EL SUIT. Goes to the closet and takes out the SUPERMAN SUIT as the ATTENDENT enters the room.

SUPERMAN
Get Vul-Nu.

The attendent bows and leaves. Superman holds BOTH UNIFORMS out in front of him. WHICH ONE will he wear?

CUT TO:

INT. HALL OF SCIENCE - DAY

SUPERMAN (in the white Kal-El suit) and VUL-NU walk across the bustling, futuristic ATRIUM in the Science Hall's vast interior.

VUL-NU
... they're the last word in Kandor. Be respectful. Polite. Defer to their age. And whatever you do... don't challenge their authority.

They come to the mammoth doors which mark the entrance to the COUNCIL CHAMBER. Two GUARDS stand on duty.

SUPERMAN
I have a lot to thank you for.

VUL-NU
You also have a friend in high places. Someone with influence has fond memories of your father.

SUPERMAN
One of the Elders?

VUL-NU
Remember. Respectful and polite.

CUT TO:

SUPERMAN

in his WHITE SUIT with the BLACK "S" an eerie reincarnation of his father. We are now in the COUNCIL CHAMBER.

SUPERMAN
This is no fantasy. The wall around us no illusion. Yet the Science Council shrouds the city of Kandor in a cloak of deception and deceit.

Superman stands before THREE ELDERS seated behind a raised dais. At the left is wizened RAH-DOR, the eldest. On the right, portly GROM-AR. And seated in the middle, MAX-DUR.

MAX-DUR
Necessary fiction, Kal-El. For the greater good.

RAH-DOR
Realize Brainiac took Kandor after his ship detected our planet's unstable core. He forced us to watch Krypton's destruction.

GROM-AR
Brainiac spared our race from extinction. It was only natural the public would come to regard him as their savior.

SUPERMAN
He's a killer. Once I get out of Kandor I'll regain my powers. This time I'll be ready for him.

RAH-DOR
Your powers already failed you once. And now your very presence here puts us all at risk. If you knew of the atrocities we've seen...

MAX-DUR
Aside from several unfortunate incidents - thus far Kandor has remained unscathed. Untainted.

SUPERMAN
Uninformed.

Max-Dur closes his eyes.

GROM-AR
The truth would only crush our people's spirit. Why show them how truly helpless we all are.

(CONTINUED)

CONTINUED:

RAH-DOR
Join us, Kal-El. Help us. Help us protect their peace of mind.

SUPERMAN
All you protect is a lie. I could never join you.

Grom-Ar and Rah-Dor GLOWER angrily.

SUPERMAN
You can't bury your heads in the sand forever. The people of Kandor have the right to decide their own fate.

RAH-DOR
A dissident, like his father. Jor-El was known to oppose his Council too.

GROM-AR
Any attempt by you to create a climate of fear and panic among the populace will be deemed an act of insurrection.

MAX-DUR
You must pledge you will remain silent and make no attempt to leave Kandor. Give us your word, Kal-El.

SUPERMAN
(resolute)
I will not.

Rah-Dor and Grom-Ar exchange glances. The latter presses a console button. Two SCIENCE POLICE swiftly enter the Chamber.

RAH-DOR
You will be taken directly to our security complex. From this moment on consider yourself under quarantine.

SUPERMAN
This Council is a disgrace to Krypton's memory.

THE ELDERS watch as the two Officers lead Superman away.

GROM-AR
Prudent of you to see he was brought to our attention, Max-Dur.

RAH-DOR
(bitterly)
Just like his father.

CUT TO:

EXT. HALL OF SCIENCE - DAY

The guards escort Superman across the AERIAL SIDEWALK out of the magnificent Hall of Science. HOVERJETS pass by above and below.

Suddenly, Superman BOLTS from the guards and JUMPS OFF. He DROPS onto the rear of a HOVERJET just passing below.

A Kandorian COUPLE turn around to see him crouched on their deck.

SUPERMAN
Appreciate the lift.

Not missing a beat, Superman JUMPS OFF again... dropping toward a nearby sculpture. With both hands he grasps a protuding metal beam and swings around it, letting go in a mid-air SOMERSAULT.

Agiley he lands atop an exotic TREE... and finally jumps to the ground. He rubs a pulled muscle. Brushes off his white suit.

SUPERMAN
(under his breath)
Welcome to Kandor, Kal-El...

CAMERA PULLS WIDE

as Superman disappears amid a bustle of Kandorian citizens going back and forth in a congested elevated INTERSECTION.

CAMERA CONTINUES TO PULL BACK... revealing Kandor's entire SKYLINE. And looming up behind it the far side of the egg.

PULL BACK CONTINUES - THROUGH THE TRANSLUCENT WALL - till we see

THE FULL EXTERIOR OF THE EGG and the miniature Kandor. A glowing RED ORB suspended above the egg's translucent shell.

KOSMO'S VOICE
C-C-Condemn an entire city... to a slow and miserable death? How can you?

BRAINIAC'S VOICE
It's a gift.

CAMERA PANS AROUND AND PULLS WIDE to reveal... the NEXT ROW OF EGGS ten feet away. Where we see a painfully familiar skyline:

THE METROPOLIS CITY-EGG

BRAINIAC stands before it, concentrating. As a result the digital gauges that measure the LIFE-SUPPORT LEVELS have begun to DROP. Their YELLOW artificial sun starts to DIM. Kosmo looks on aghast.

BRAINIAC
My gift to Lois.

(CONTINUED)

CONTINUED:

BRAINIAC
The best way to free her from the past is to remove it. Permanently.

By now the final gauge - indicating the city's AIR FLOW - has joined the others in the FLATLINE position. Kosmo is mortified.

BRAINIAC
It will be an 'accident'. The tragic result of an optic-fiber malfunction. She'll be despondent at first - but the loneliness will pass. Once she begins her new life with me.

KOSMO
You'd commit mass murder - suffocate a whole population - for a woman?

BRAINIAC
(pondering this)
Yes. For a woman.

Brainiac runs a finger along the edge of the crystalline shell.

BRAINIAC
It must be love.

ROBERTO approaches up the row, BEEPING. Brainiac smiles.

BRAINIAC
So much for Superman's memory.

Roberto's arm quickly extends to hold up a small MIRROR. Another arm extends to offer Brainiac a COMB.

BRAINIAC
Lois wants to see me, Kosmo. Tonight. In her quarters.

KOSMO
(goading him now)
Congratulations. She is a beautiful specimen.

Brainiac combs his hair, admiring himself in the mirror.

BRAINIAC
I'm not so bad myself.

CUT TO:

EXT. KANDOR - DAY

SUPERMAN wanders through the futuristic wonders of the magnificent chisled city. A stranger in his own strange land.

(CONTINUED)

CONTINUED:

Superman passes a narrow SIDESTREAM (street) to see a beautiful young woman - LYLA - being accosted.

Her attacker is a SLUBBER: a seven foot tall hulking alien in a black armored HELMET that completely conceals his head.

As Lyla struggles to free herself from the Slubber's grip, the alien barks through his helmet in his guttural ALIEN TONGUE.

SLUBBER
Uhtiug yohoig rihr!

SUPERMAN
Let the woman go!

The Slubber turns to see Superman charging toward him. He SHOVES LYLA to the ground in the corner.

He GRABS Superman by his white suit... LIFTS him OVER his head...and HEAVES him, upside-down, into the wall.

Superman hits the wall with resounding thud. He's dazed... but far from beaten.

LYLA, meanwhile, CRAWLS toward her purse-sized POUCH... where it dropped in a corner of the dead-end sidestream.

Superman gets back on his feet and CHARGES again, PELTING the Slubber's face and body with rapid-fire PUNCHES.

LYLA reaches her pouch, opens it and takes out a Contac-size CAPSULE. She POPS the capsule into her mouth.

The Slubber PUNCHES BACK at Superman with his own rapid barrage. The blows do major damage to Superman, backed up against a wall. He drops to his knees, pummelled senseless.

SLUBBER
Plh juur fuuds!

Satisfied, the Slubber turns back to finish with Lyla... only to see she's GONE. As if she VANISHED from the dead-end corner.

SUPERMAN, punch-drunk now, JUMPS ONTO THE SLUBBER's BACK. The alien ROARS as he grapples him with a choke-hold. Then we HEAR

LYLA'S VOICE
The helmet! Pull off his helmet!
(Superman looks but sees no one)
Are you deaf? Pull it off! Before the Slubber kills you!

The Slubber SLAMS BACKS into the wall, BATTERING Superman between his massive bulk and the wall.

(CONTINUED)

CONTINUED:

Barely conscious, Superman manages to get a HEADLOCK around the helmet and STRAINS to pull it off.

The Slubber realizes what Superman's trying to do. He BUCKS and CHARGES around the narrow stream like a crazed wild animal.

But the Man of Steel HOLDS ON, TUGGING all the while. Finally, Superman manages to PULL the helmet OFF... with so much momentum he's THROWN to the ground. Still clutching the HELMET he sees...

THE SLUBBER'S EXPOSED HEAD

no bigger than a GRAPEFRUIT, shriveled albino-white skin, four tiny eyes tightly closed, its tiny beak-like mouth wide open.

The Slubber STAGGERS around for several beats, trying in vain to protect its tiny head with its massive hands. Finally, the alien COLLAPSES limply to the ground, helpless. Softly WIMPERING now. His white shriveled head has begin to turn PURPLE.

LYLA'S VOICE
Light does them in. Slubbers are transplants. From the Dark City.

Superman is startled to see LYLA suddenly MATERIALIZE next to him.

SUPERMAN
How do you manage that trick?

TIGHT ON LYLA'S POUCH: Contac-size GLOWING CAPSULES inside.

LYLA
I always carry protection.

Superman looks clueless; she takes one out and holds it up.

LYLA
Where have you been! These are all over the black market - the invisible aura is good for a full minute. With transplants everywhere, no woman leaves home without them.

SUPERMAN
Sound advice.

Lyla gingerly TOUCHES Superman's face. He WINCES from the pain. His face SWOLLEN and BRUISED, like a boxer after nine rounds.

LYLA
I can do something for this. Back at my place. I owe you.

But Superman TURNS AWAY from Lyla and kneels next to the ailing Slubber. The tiny head now an even darker purple.

(CONTINUED)

CONTINUED:

LYLA
What are you doing?

Superman picks up the nearby HELMET and gently PUTS IT BACK on the Slubber's tiny head.

LYLA
The creature is sludge! If you hadn't come along he would have killed me! Just for picking my pocket.

SUPERMAN
I don't believe in taking life.

As he offers his hand to Lyla... slowly, feebly, the Slubber begins to STIR. Suddenly, Superman GRIPS her hand tightly.

SUPERMAN
I don't believe in stealing, either. Return the money.

Lyla tries to PULL AWAY as the Slubber continues to REVIVE... but Superman, battered as he is, still won't BUDGE or let go of Lyla.

LYLA
My money!

SUPERMAN
Return it.

Lyla finally gives in. She pulls out a packet of Kandor currency. Throws it on the Slubber's stomach just as he starts to SIT UP.

LYLA
Happy?

SUPERMAN
Delirious.

Lyla hastily leads the groggy Superman AWAY just as the Slubber finds the missing money. The alien begins to GROWL...

LYLA
I should just leave you here.

Superman starts to falter. Lyla grabs his arm and places it around her shoulders for support as they exit the sidestream.

SUPERMAN
You won't. You owe me.

They emerge into one of Kandor's congested MAINSTREAMS. Quickly they blend in with the crowd.

CUT TO:

INT. SPACE-ARK - THE GUEST QUARTERS

LOIS faces KOSMO on a monitor screen, speaking from his workshop. A few feet from Lois, two DRONES work away, creating and molding what look like NEW OUTFITS for her.

KOSMO
Everything's ready at this end. How about the new wardrobe?

LOIS
Almost done. Kosmo, couldn't we buy Metropolis more time if we smuggled air to them when he's not looking?

KOSMO
He'd know the moment we tampered with one setting - his mind monitors all shipboard functions. Our best hope is to distract him.

LOIS
How much longer do they have?

KOSMO
Oxygen depletion at that scale is difficult to verify. Ten - fifteen hours at best.

LOIS
Not much time to find Superman.

KOSMO
Find him you must. No city is safe. I'm afraid Metropolis may be just the beginning.

CUT TO:

THE METROPOLIS CITY-EGG

In its berth in the CHAMBER OF CITIES. Still DARK. All the life-support gauges still FLATLINED.

INSIDE THE METROPOLIS EGG - NIGHT

No light coming through the crystalline canopy. No electricity. All buildings dark. No cars moving. The city silent.

CUT TO:

INT. DAILY PLANET - CITY ROOM - NIGHT

A dozen EMPLOYEES here. Asleep on the floor. Eating out of cans. Quietly talking by candlelight.

(CONTINUED)

CONTINUED:

JIMMY ENTERS. He goes from desk to desk, SNUFFING OUT the burning CANDLES along the way.

PERRY'S VOICE
What's the word on the street?

Perry stands at his office door. Shirt drenched in perspiration.

JIMMY
The good news is, a few hours from now electricity won't seem like much of a problem.

Jimmy extinguishes the last candle. Perry catches on.

PERRY
Air. Air is our problem.

Jimmy nods solemnly. Perry puts out his CIGAR.

CUT TO:

INT. SPACE-ARK - THE MAIN BRIDGE

Brainiac stands in a white tuxedo before the MULTI-SCREENS.

ON THE SCREENS, a stream of famous TV and film love scenes RACE BY as only Twelfth-Level Intelligence can DIGEST them.

Brainiac watches the high-speed images, RAPT with anticipation.

CUT TO:

INT. KANDOR - A LOWER LEVEL - DAY

Lyla is leading Superman through a sub-level of RUINS. Sort of what an underground mall would look like after World War III.

LYLA
The truce allows Slubbers to roam free... but the war robbed Kandor of the resources to rebuild.

They pass clusters of HOMELESS KANDORIANS in bombed-out ruins.

SUPERMAN
Transplant a colony of warriors into a peaceful society and then watch the bloodshed. That sounds like Brainiac.

LYLA
No, no. Brainiac shows us The Way. He started the Slubber invasion to make us stronger.

(CONTINUED)

CONTINUED:

Lyla and Superman step over debris into a TUNNEL. Superman's FACE more SWOLLEN, and he's LIMPING. The Slubber fight took its toll.

LYLA
Sometimes his methods mystify us. But always he leads us toward the greater good. The Science Council taught us that.

SUPERMAN
That sounds like the Council.

They reach the dead end of the tunnel. Lyla presses a device and a large slab of debris slides away. It is a camouflaged DOOR.

INSIDE LYLA'S HIDEAWAY - DAY

They ENTER a once-elegant home. Shattered walls and ceilings, smoke damage. Most of the furnishings badly damaged.

LYLA
Home. What the Slubbers left of it.

Lyla and Superman step through the clutter to a wall. She presses a button that opens a SECRET PANEL to reveal a FUTURISTIC DEVICE resembling a sun lamp. A CONTOUR CHAIR attached beneath it.

LYLA
Fortunately they never found this. You don't know what a Theraputor goes for these days.

SUPERMAN
A <u>what</u>..?

She GUIDES Superman into the chair. Adjusts the arm so it's aiming down at his head and chest. The device starts BEAMING A RAY over Superman's battered face.

LYLA
Quiet now. Lay back. Relax.

SUPERMAN
Why do I feel... sleepy?

LYLA
It's all right - just let yourself drift. I'm here.

Superman quickly drops off to SLEEP as the RAY goes to work. Lyla reaches out to gently brush back the "S" curl from his forehead.

LYLA
(softly)
I don't even know your name...

CUT TO:

INT. SPACE-ARK - THE TRANSPORT TUBE

A JET-TRAM stops in front of Lois's Quarters. BRAINIAC emerges in his tux, a bottle of wine cradled in his arm as he approaches. Little VINCENT at his side, carrying two wine glasses.

The door slides OPEN, revealing LOIS. She looks sensational in a strapless silver EVENING GOWN. Tight and clinging to every curve.

LOIS
Come in.

Brainiac's eyes linger over her. He ENTERS. Vincent follows.

BRAINIAC
You're not wearing black.

LOIS
I asked the drones to whip up something special. Do you like it?

BRAINIAC
You're too beautiful for the human eye.

Brainiac admires her form as she opens the space-portal curtains.

BRAINIAC
I must say I admire the way you've dealt with your grief.

Lois begins walking toward him with a seductive smile.

LOIS
Leave Superman in the past. Look to the future.
(seductive smile)
Why not take your own advice once in awhile.

Brainiac's ELECTRIC HALO flashes briefly.

BRAINIAC
Beautiful and logical. I'm feeling such a flood of emotion, Lois - so many different sensations at once. This is unlike anything I've ever known. I must understand what happens to me when you're around.

Brainiac holds up the orange wine bottle for Lois's approval.

BRAINIAC
A toast - to the future.

Lois SMILES as he hands the wine to Vincent. The Drone cradles the bottle under one arm and goes at the cork with a pincer.

(CONTINUED)

CONTINUED:

BRAINIAC
Vincent assures me this will taste like a dry white.

Suddenly, the cork POPS - and the bottle spews out a violent GUSH of orange liquid that SPLATTERS all over Brainiac's white tux.

BRAINIAC
You imbecilic runt!!

LOIS
Accidents happen.

Vincent meekly DARTS off toward the door, beeping it to open.

BRAINIAC
No! They do it to me on purpose!

Brainiac rips open his dripping jacket to reveal his lethal BELT instead of a cummerbund. But before he can FIRE, Vincent manages to scoot OUT the door.

Brainiac feels Lois's hands on him as she smoothly removes his stained jacket. She flings it away with abandon.

LOIS
You chose me to be your teacher, remember? We're going to explore romance... seduction...

Brainiac falls under her spell as she reaches out for him.

LOIS
Share the depth and power of our emotions...

Brainiac begins to KISS her - gently at first, then hungrily, trying to mimic the moves he observed in the movie love scenes.

Suddenly, Brainiac BREAKS OFF the kiss.

He takes a step back. His right arm LASHES OUT in a BACKSWIPE that DECAPITATES LOIS, her head HURTLING across the room. The body COLLAPSES to the floor.

Brainiac takes a moment to compose himself. His mind now free from distraction, the ELECTRIC HALO flashes above his head.

As he walks over and picks up the head - only now do we see the WIRES and CIRCUITS dangling from the android's neck. Brainiac STOMPS OUT, the Lois-head dangling from his hand.

LOIS HEAD
---the future. Leave Superman in the past. Look to the future. Leave---

CUT TO:

INT. CHAMBER OF CITIES

KOSMO and LOIS stand next to the KANDOR CITY-EGG. Lois now wears a new outfit. Simulated KANDORIAN garb.

Next to them is the SHRINKING RAY APPARATUS. A four foot tall vertical device with TWIN OVERHANGING SNOUTS.

It perpetually FLOATS on an ANTI-GRAV platform three feet off the floor .

Kosmo hands Lois a small GREEN PACKET and a small YELLOW PACKET.

KOSMO
You know what to do with these when the time comes.

LOIS
It's too dangerous for you now. Come with me.

KOSMO
And leave the Ray here? I'd be signing Kandor's death warrant. No more time to waste.

Before Lois can speak again, Kosmo ACTIVATES the apparatus.

KOSMO
I'll find a place to hide. You just find Superman.

The First Snout emits a BEAM that rapidly SHRINKS Lois as it draws her body up into the snout. Then the Second Snout emits a NEEDLE THIN BEAM that penetrates the egg, probing deep into KANDOR.

KOSMO
Find him soon.

CUT TO:

EXT. KANDOR -NIGHT

A PULSATING WHITE SPHERE materializes beside a building. Then it VANISHES... depositing LOIS.

Lois looks around, awe-struck by the wondrous sights in the magnificent city around her. She ventures into the Mainstream.

CUT TO:

INT. CHAMBER OF CITIES

Kosmo emerges from the city-egg rows, pulling the floating Shrinking Ray Apparatus along with him.

(CONTINUED)

CONTINUED:

The chamber doors fly OPEN. A BEAM strikes Kosmo dead center and knocks him to the floor. A gaping, smoking WOUND in his chest.

BRAINIAC ENTERS, still carrying the android head.

BRAINIAC
Hello, Kosmo.

Brainiac squats, lifting the groggy Kosmo's head off the floor as he dangles the LOIS HEAD just inches in front of Kosmo's face.

BRAINIAC
We have to talk.

CUT TO:

INT. LYLA'S HIDEAWAY - THE BATH CUBICLE - DAY

Lyla stands before a MIRROR-HOLOGRAM as she finishes applying her make-up. A sexy outfit now displays her shapely form.

LYLA
... I was never one for the sciences.
I don't how it works.

We FOLLOW HER into the LIVING ROOM. Superman SITTNG UP now, having a closer look at the dormant Theraputor above him.

LYLA
But on you it's worked wonders.

His cuts and bruises are gone completely. Lyla sits next to him, her hand examining his healed face with flirtatious abandon.

LYLA
Not many men I know would be foolish enough to take on a Slubber with their bare hands. You were lucky.

SUPERMAN
You were in trouble. Helping people in trouble is a habit I've never learned how to break.

LYLA
A fearless hero. I didn't think Kandor had any of those left.
(she moves closer)
We never did get around to introductions. I'm Lyla. Lyla Lerrol.

SUPERMAN
Uh... just call me Kal-El.

(CONTINUED)

CONTINUED:

She can't resist the temptation anymore. She leans forward to KISS him. A long, lingering kiss. It leaves her breathless.

LYLA
I think I could learn to like you, Kal-El. More than I've liked anyone in a long time.

She's about to kiss him again... when Superman gently removes her arms from his neck. He GETS UP from the couch.

SUPERMAN
Lyla. I've got to find a way out of your city. There's no time to explain - but millions of people are counting on me to save them.

Lyla's romantic notions are squelched by the look on his face.

LYLA
This is a serious habit you have.
(disappointed)
Go. Clean up while I make you something to eat. But I won't make you any promises.

Superman heads for the bath cubicle.

LYLA
(she can't resist)
Who was Lois?

Superman STOPS in his tracks.

LYLA
You talk in your sleep.
(SUPERMAN blushes)
You miss her a great deal. She must have been someone special.

SUPERMAN
(deep regret)
She was. It just never worked out. I couldn't offer her much of a future.

LYLA
Too bad your Lois didn't find her higher purpose. She might have risen above such selfish needs.

SUPERMAN
I should have shared more with her. If anyone was selfish, it was me.

Solemnly, Superman turns and steps into the bath-cubicle.

CONTINUED:

Lyla watches the SILHOUETTE of his body start to shed the Kal-El outfit through the TRANSLUCENT WALL of the bath cubicle.

LYLA
You're something like my husband. A year ago he was taken from Kandor to become a transplant specimen.

SUPERMAN
That must have been rough. I'm sorry.

LYLA
He was chosen to serve the greater good. Wherever he is, I know Brainiac will show him The Way.

Superman can no longer hear Lyla as JETS OF STEAM immerse him inside the cubicle wall.

LYLA
Brainiac shows all of us The Way.

CUT TO:

EXT. KANDOR - AN UPPER LEVEL - DAY

LOIS wanders along, trying to blend in with the hustle-bustle. Every Kandorian wears a BADGE shaped like the Brainiac Symbol. A passing YOUNG MAN can't help but notice her awkwardness.

YOUNG MAN
You look lost.

LOIS
Uh... do I?

YOUNG MAN
Yes you do. Where is your badge?

LOIS
Do I really need one?

The young man reaches into his pocket and takes out a spare badge. He gently places it on her jacket. It magically sticks.

YOUNG MAN
It's the law. It's Brainiac Day.

LOIS
Brainiac Day? You're not serious.

A SCIENCE OFFICER suddenly appears, his weapon aimed at Lois.

The young man is spooked and quickly MOVES OFF as THREE more armed officers appear and SURROUND Lois in a circle.

(CONTINUED)

CONTINUED:

LOIS
All right, all right! You're serious!!

CUT TO:

BRAINIAC

In uniform again, preening as he stands on THE BRIDGE of the Ark.

BRAINIAC
Such a self-righteous race. Somehow they managed to find religion in submission and defeat.
(beat)
The people of Kandor should have practiced what they preached.

Brainiac is studying the MULTI-SCREENS:
Now showing rapid displays of a city we recognize as KANDOR: its people, science, culture, government, etc.

BRAINIAC
They're about to find out just how vengeful their god can be.

From off-screen we hear a garbled MOAN.

BRAINIAC
(with annoyance)
Kosmo, don't you think you've said more than enough?

ON KOSMO

strapped to a "RACK" beneath several wicked-looking devices on the bridge. He is very close to death. His gaping wound remains untreated.

All the torture has left him incapable of speech. As BRAINIAC approaches, Kosmo UTTERS a few more pathetic GUTTERAL SOUNDS.

BRAINIAC
For what it's worth - I'll tell Lois how much you suffered before you talked. I'll mention all the pain.

BRAINIAC leers over him.

BRAINIAC
Pain is what you really wanted. After you created me you never knew how to cope with the guilt. But you knew who to come to for penance.

(CONTINUED)

CONTINUED:

BRAINIAC
(leans closer and pats his head)
It will be a slow death.

Brainiac abruptly turns away and begins walking off the bridge.

BRAINIAC
Don't say I never did anything for you.

CUT TO:

INT. LYLA'S APARTMENT - DAY

Superman sits across from Lyla as he toys with a SCALE MODEL OF KANDOR and its crystal EGG. Several other cutaway models of the city and its egg clutter the table.

LYLA
... Ar-Vor was a master engineer. That's why the Council chose him to chart the wall around Kandor.

SUPERMAN
So if there are any cracks in the egg... your uncle is a man who ought to know.

LYLA
I told you, Kal-El. No one escapes Kandor.

Superman just stares at her, grim, implacable.

LYLA
Why won't you tell me what this is all about? This man you have to fight - who is he? Where is he from?

SUPERMAN
(resolute)
Your uncle. Where would I find him.

LYLA
(giving in)
He'll be on the Mainstream Level today like everyone else. For the celebration.

SUPERMAN
Brainiac Day.

LYLA
Ar-Vor would never miss it.

(CONTINUED)

CONTINUED:

Superman picks up Lyla's POUCH off the table and gives it to her.

SUPERMAN
Neither will we.

CUT TO:

INT. HALL OF SCIENCE - COUNCIL CHAMBER - DAY

LOIS now stands before the THREE ELDERS, who once again are seated at the dais. Two Science Police officers stand guard at the door.

GROM-AR
... our sensors always alert us the moment a new transplant arrives.

RAH-DRO
You belong to the species from Earth. You have no business in Kandor.

LOIS
We know Superman is somewhere in your city. My city needs him. Brainiac's out of control - he cut off our air. By tomorrow everyone in Metropolis will be dead.

MAX-DUR
(with concern)
Out of control. Even for Brainiac.

RAH-DRO
This "Superman"...

LOIS
Blue and red - those are his colors. He has a big S right here. And you can't miss the---

RAH-DRO
No such being has ever set foot in Kandor. You have been misinformed.

GROM-AR
Take this woman to detention.

Max-Dur forces himself to remain silent as the OFFICERS approach.

LOIS
Detention!? I've done nothing wrong. I demand to see a lawyer.
(the ELDERS are uncomprehending)
You know - a lawyer!?! What kind of planet are you people from?

(CONTINUED)

CONTINUED:

As the two guards are about to seize Lois, a chilling VOICE suddenly booms through the Chamber... like the "voice of God".

BRAINIAC'S VOICE
TELL YOUR GUARDS TO GO AWAY.

Grom-Ar and Rah-Dor are unnerved. The guards take out their WEAPONS and begin scanning the chamber in all directions.

BRAINIAC'S VOICE
(sighing wearily)
ALL RIGHT... I'LL TELL THEM.

Twin energy-beams SHOOT THROUGH the chamber doors to VAPORIZE both guards instantly. Only two smoking STAINS are left on the floor.

LOIS
Oh no.

A HOLE in the shape of a man burns its way into the doors... and out of the unfurling smoke...

A smiling BRAINIAC EMERGES.

RAH-DOR
(awe-struck)
My God--!

BRAINIAC
At least I don't have to introduce myself.

He ventures forward, his eyes rivited on Lois.

BRAINIAC
Am I angry? No - a man can learn to control anger. But a man can't help what he feels, Lois.
(hand over heart)
What you did to me hurt. Really hurt. Right here.

With a wicked smile, Brainiac turns his attention to the Council.

BRAINIAC
God will have to punish her.
(more sinister)
This city took something that belongs to me.

Max-Dur still grim. But Grom-Ar and Rah-Dro hastily capitulate.

GROM-AR
H-He managed to escape our custody. But we've narrowed the search to the lower levels.

(CONTINUED)

CONTINUED:

RAH-DRO
He won't be able to elude us much longer. Here he has none of his powers.

BRAINIAC
No powers? First his dignity, now his powers. How humiliating.
(savoring this)
I could let him live awhile. Learn to wallow down here with the rest of you in hopelessness and defeat...

LOIS is crestfallen. BRAINIAC reaches out to take her hand.

BRAINIAC
Shall we?

Brainiac and Lois start to walk out.

BRAINIAC
Good day, gentlemen. I wish I could say it's been a pleasure.

When they reach the Chamber doors, Brainiac PAUSES and turns around, never letting go of Lois's hand. He is smiling.

Suddenly his FORCE-FIELD flashes ON, insulating BOTH of them while the Belt shoots out BEAMS that BOMBARD the walls and ceiling. The entire Council Chamber starts to come TUMBLING DOWN. Large chunks of falling debris are DEFLECTED by the protective aura.

BRAINIAC
(looking back)
It's been a pleasure.

THE DAIS - a section of the floor COLLAPSES. Grom-Ar FALLS IN, chair and all. Rah-Dor and Max-Dur barely avoid falling in.

Then a large CEILING FRAGMENT DROPS toward Max-Dur. Rah-Dor sees it and SHOVES Max-Dur out of the way at the last second.

The huge fragment CRUSHES elderly Rah-Dor instead.

CUT TO:

EXT. HALL OF SCIENCE - DAY

The Entrance COLLAPSES around Brainiac and Lois walking out of the Hall. The AURA shields them from tons of falling debris.

LOIS
No - you're not angry.

Brainiac just glares at her.

CUT TO:

INSIDE THE HALL OF SCIENCE - DAY

Amid the RUBBLE, Max-Dur kneels, the dying Rah-Dor's head in his hands. The aged Elder's body badly mangled under debris.

RAH-DOR
... Kal-El... tell Kal-El... he was right...

Rah-Dor DIES in Max-Dur's arms.

MAX-DUR
Just like his father.

CUT TO:

INT. SPACE-ARK - MAIN BRIDGE

ROBERTO is dwarfed by Brainiac's chair as he beeps commands to the other Drones at their stations. KOSMO now comatose on the rack - where VINCENT is at his side, holding his master's hand.

ALL the Drones show signs of DAMAGE and ABUSE... a sharp contrast to the perfect condition they enjoyed when Brainiac was a machine.

THE ARK veers away as it sets out on its NEW COURSE.

CUT TO:

INT. DAILY PLANET - CITY ROOM - NIGHT

Brutally hot. Stifling. MORE PEOPLE here than before. Huddled in corners. Laying on the floor, etc.

INSIDE PERRY'S OFFICE

Perry on his couch, breathing labored. Drenched in sweat. He does not look well.

Jimmy kneels next to him, gently lifting his head to give him his water ration out of a paper cup.

JIMMY
Here you go, Mister White. You can use this more than I can.

PERRY
Jimmy... call me chief...

CUT TO:

EXT. KANDOR - AN UPPER LEVEL - DAY

Brainiac and Lois still hand-in-hand. The aura OFF now. Brainiac stands patiently as an ELDERLY WOMAN finishes giving him a BADGE.

(CONTINUED)

CONTINUED:

BRAINIAC
Thank you, my good woman.

Brainiac and Lois walk on through the busy Kandor mainstream. Her eyes always darting around, watchful for some sign of Superman.

BRAINIAC
If they only knew their deity walks among them.

LOIS
For a megalomaniac this must be a slice of heaven.

Suddenly, Brainiac stops. He pulls Lois closer to him.

LOIS
I know, I know. The attitude.

BRAINIAC
He can't fly to your rescue. He struggles like everyone else now just to survive. He's no longer unique.
(more intimately)
No ordinary man can satisfy you, Lois. You expect more from life. Much more.

LOIS
I'm going to listen to a machine tell me what I want out of life?

BRAINIAC
(outraged)
A machine!?

Brainiac is unaware of his own strength as his vice-like grip squeezes Lois by the shoulders.

BRAINIAC
(impassioned)
What machine could ever <u>think</u> about a woman day and night? What machine could ever <u>want</u> a woman the way I want you? What machine could begin to <u>feel</u> what I feel when you're in my arms?

As Lois starts to black out, Brainiac finally realizes what he's doing to her. He lets go.

BRAINIAC
Forgive me...

Lois nods, coughing as she recaptures her breath.

(CONTINUED)

CONTINUED:

BRAINIAC
You don't realize how many cities I command. How many species I've brought to their knees. How many worlds out there could be ours for the taking. You cannot imagine what I have to share with you.
(softer now)
So you have high standards. I respect that. But how many other specimens of perfection with a Twelfth-Level mind do you know?
(beat)
I'm everything a woman could want. The man you've waited for all your life. The man of your dreams.

Lois steels herself and coldly looks Brainiac directly in the eye.

LOIS
You see, the thing is - my dreams already have a man in them. And where I come from three's a crowd.

As her words sink in... Brainiac's flush of sincerity evaporates before our eyes. And in its place - stone cold hatred.

BRAINIAC
Where you come from... there won't be three people left alive.
(grabs her arm)
Since you can't put Superman out of your mind - I'll just have to put him out of his misery.

Brainiac PULLS Lois away with him. Her face shows abject FEAR.

CUT TO:

EXT. KANDOR - THE MAINSTREAM - DAY

Superman and Lyla arrive at the PUBLIC SQUARE where throngs of KANDORIANS have gathered. Some SLUBBERS as well. All of them looking up at THE GIANT BRAINIAC SYMBOL high over the Square.

SUPERMAN
The Science Council must be proud of themselves today.

LYLA
Let the spirit move you, Kal-El.

SUPERMAN
Is that your uncle?

An ELDERLY MAN waves at them from across the crowd.

(CONTINUED)

CONTINUED:

SUPERMAN
C'mon. Introduce me.

LYLA
Not now.

The giant symbol now begins to slowly DESCEND toward the square while all the Kandorians HOLD UP their Brainiac Badges and CHANT his name. All except SUPERMAN.

Suddenly, a BEAM from below strikes the Symbol. It CHANGES SHAPE to become A GIANT BRAINIAC HEAD. A voice REVERBERATES from it.

BRAINIAC'S VOICE
I KNOW YOU'RE OUT THERE, SUPERMAN. I SMELL A STRONG STREAK OF GOOD IN THE AIR.

Everyone in the CROWD is awed and baffled by the imperious face overhead. Everyone except SUPERMAN.

BRAINIAC'S VOICE
AND DEATH IS HERE TOO. HOW MANY DEATHS? THAT WILL BE UP TO YOU.

CROWD MEMBER
Brainiac.

CROWD MEMBER
It must be Brainiac.

CROWD MEMBER
(pointing up)
Who else could wield <u>that</u> kind of power?

CROWD MEMBER
Who's Superman?

BRAINIAC advances INTO THE SQUARE, pulling Lois along with him.

SUPERMAN reacts. Lois is the last person he expected to see in Kandor. Brainiac manhandling her is the last straw.

SUPERMAN PULLS THE WHITE KAL-EL SUIT APART

to reveal the "S" and blue uniform beneath. Lyla and the crowd STEP BACK as he SHEDS the white outfit.

Now SUPERMAN stands alone. He looks as MAJESTIC and HEROIC as ever as he goes over to a gaping Lyla and kisses her forehead.

SUPERMAN
Lyla, thanks again. For everything.

CONTINUED:

SUPERMAN'S LEFT HAND

Surreptitiously REACHES INTO THE POUCH on Lyla's belt with the smooth precision of a pickpocket.

LYLA
What are you going to do?

SUPERMAN
The best I can.

He steps away from Lyla and turns to face the crowd.

SUPERMAN
Everyone, stay back. This is no god.

Superman turns and the murmuring CROWD PARTS for him as he begins to make his way toward the front of the throng.

BRAINIAC spots Superman EMERGING. He quickly KISSES Lois through her muffled groans. He breaks off the kiss and leers at Superman.

BRAINIAC
The last time we did that... you should have seen how the woman lost her head.

Now LOIS sees Superman. Ashamed, indignant, she struggles as Brainiac throws his arms around her letcherously.

BRAINIAC
Our Lois doesn't tame easily. But you know that, don't you.

Lois tries to break free but Brainiac's grip is too strong.

SUPERMAN
Let her go, Brainiac. No one else has to be hurt. You've got what you want.

BRAINIAC
Not quite. But I think we're about to make some real progress.

Willingly, Brainiac lets go of Lois. She is confused.

BRAINIAC
Well? I thought you wanted him.

LOIS turns and RUNS into the square where SUPERMAN anxiously steps up to greet her. They embrace like long-lost lovers.

LYLA watches from the crowd, unable to conceal her jealousy.

LYLA
Lois...

CONTINUED:

SUPERMAN AND LOIS step apart to face each other. Both of them awkward, both surprised by the intensity of their emotions.

LOIS
Hi.

SUPERMAN
Hi.

Brainiac watches their every breath. Suddenly his belt SHOOTS A THIN BEAM at Superman.

The beam GRAZES Superman's right cheekbone, but he DOESN'T FLINCH. It leaves a thin TRICKLE OF BLOOD.

BRAINIAC
So it's true.

SUPERMAN'S LEFT HAND reaches across his face and mouth to TOUCH the wound on his right cheek.

BRAINIAC'S VOICE
You are mortal. Utterly defenseless.

INSIDE SUPERMAN'S HAND are TWO PILLS he filched from Lyla's pouch. His hand smoothly PALMS BOTH PILLS and POPS THEM into his mouth.

BRAINIAC
I'm curious. What compels a man to throw his life away and die a martyr?
(thinks out loud)
Don't tell me. It's your job.

SUPERMAN
Not this time.

SUPERMAN TURNS TO LOIS, takes her hands, looks deep into her eyes.

SUPERMAN
There's a lot I never said - but one thing you have to know. I love you, Lois. I always have. I always will.

LOIS
(nearly in shock)
This must be a dream...

BRAINIAC seethes, annoyed by the heartfelt display of emotion.

BRAINIAC
Oh sure, now he tells you. One minute from now he's a pile of hot ash. What kind of commitment is that?

SUPERMAN holds Lois close as he turns to Brainiac.

(CONTINUED)

CONTINUED:

SUPERMAN
A condemned man is usually entitled to a last request. I'd like to kiss her one last time.

BRAINIAC
Our Lois has to be punished. She's been a very bad girl.
(ponders a beat)
But since you're dying for love...

SUPERMAN AND LOIS slowly turn. They kiss. A DEEP KISS, long, passionate and soulful. Everything Brainiac's crude kiss was not.

BRAINIAC WATCHES. Fidgeting, uneasy. Most of all just jealous. He is relieved when Superman and Lois end the kiss.

BRAINIAC
The two of you move me.

LOIS rolls her tongue. She realizes Superman SLIPPED HER A PILL.

BRAINIAC'S VOICE
No offense, Superman - but kissing you will be Lois's punishment.

Never taking his eyes off Lois, Superman SWALLOWS his pill.

BRAINIAC'S VOICE
Kissing you --

Lois follows Superman's example and SWALLOWS her pill too.

BRAINIAC
-- and watching you die. Now if you have no last words...

But as Brainiac prepares to FIRE... Superman puts his arms around Lois, holding her close. They both turn toward Brainiac.

SUPERMAN
Just three --

Suddenly, the PILLS take effect - SUPERMAN and LOIS appear to instantly VANISH into thin air!

SUPERMAN'S VOICE
-- catch you later.

Consumed with rage, Brainiac looks to the crimson sky and lets out a deafening, beast-like HOWL.

BRAINIAC
NOOOOOOOooooooooo!

(CONTINUED)

CONTINUED:

The Belt sends a barrage of BEAMS across the square. Mammoth chunks of DEBRIS tumble down from the structures in their path. A number of Kandorians PERISH. One of the victims is Uncle Ar-Vor.

The CROWD PANICS, fleeing in all directions. But not LYLA. Her faith perserveres as she STEPS FORWARD, unafraid.

LYLA
This is my fault. I throw myself at your mercy and beg your divine forgiveness.

Lyla KNEELS before him and offers up her POUCH. Brainiac reaches in and holds up one of the CAPSULES, examining it.

LYLA
They cannot get very far. I'll help you find them.

Brainiac's eyes SCAN THE SQUARE for any sign of his quarry. Then his gaze settles on LYLA, smiling up at him with adoration.

LYLA
Then you will show them The Wa---

He FIRES A BEAM that instantly VAPORIZES her on the spot.

BRAINIAC
Never interrupt your god when he's having a tantrum.

Brainiac strides across the deserted Square. When he reaches the spot where Superman and Lois stood, he KNEELS. He takes out a small VIAL-SHAPED DEVICE from his belt.

CLOSE ON A DROP OF SUPERMAN's BLOOD on the pavement.

Brainiac carefully uses the vial device to EXTRACT and CONTAIN the drop of blood. He carefully returns the device to his Belt.

He SMILES.

CUT TO:

FURTHER UP THE MAINSTREAM

SUPERMAN and LOIS suddenly MATERIALIZE behind a large Kryptonian sculpture, breathing heavily, in the midst of conversation.

SUPERMAN
... how much time does Metropolis have left?

(CONTINUED)

CONTINUED:

LOIS
No more than a few hours.

Lois extracts the YELLOW PACKET from her pocket. She takes out a three-inch "transparent pyramid": a miniature 3-D MODEL of Kandor.

CLOSE ON THE 3-D PYRAMID... as Lois points to a PULSING DOT that darts UP AND DOWN through Kandor's lower infrastructure.

LOIS
This is the way out.

SUPERMAN
It must be miles deep.

LOIS
Uh oh.

They see a HOVERJET FACING THEM from the end of the sidestream. The pilot FIRES his laser cannons, we can see he is MAX-DUR!

Superman pushes Lois out of the line of fire... but the beams ZIP PAST them toward BRAINIAC - now at the far end of the stream.

The beams SHATTER THE WALL directly above Brainiac, causing an instant "AVALANCHE" that buries him under TONS OF DEBRIS.

Max-Dur's hoverjet SWOOPS IN and HOVERS next to a wary Superman.

MAX-DUR
I believe that makes three of us who don't care for Brainiac Day.

Superman and Lois look at each other indecisively for a beat.

MAX-DUR
(losing patience)
Are you waiting for a formal invitation? Get in!

Superman relents, LIFTS Lois into the craft and JUMPS INTO the back seat. Max-Dur takes them ZOOMING OUT of the sidestream.

THE PILE OF DEBRIS starts to VIBRATE... then violently EXPLODES! BRAINIAC EMERGES unscathed, his FORCE FIELD intact. Furious.

He RUNS out of the sidestream to see Max-Dur's craft FLYING AWAY. Frustrated, Brainiac spies a SCIENCE POLICE HOVERJET passing by. He fires BEAMS over the pilot that force an emergency landing.

THE CRAFT SKIDS across the Mainstream, coming to a dead stop against BRAINIAC's force-field.

He throws the pilot out and jumps ABOARD. Able to instantly master the controls, Brainiac TAKES OFF.

CUT TO:

MAX-DUR'S HOVERJET

hovering behind a large spire. Max-Dur holds the 3-D pyramid in his hand, the red dot still pulsing. Superman and Lois look on.

MAX-DUR
It's an atmospheric exhaust vent. Far below the city-levels. Very difficult to reach.

LOIS
If you can't handle it, Superman can drive - no offense.

A LASER-BLAST suddenly ZIPS BY and destroys a nearby spire. They turn to see BRAINIAC'S HOVERJET sixty yards behind and GAINING.

SUPERMAN
Max!

MAX-DUR
The hoverjet Brainiac comandeered is a Class Three Police craft.

Max-Dur calmly opens a lid that reveals a hidden CENTER CONSOLE of impressive HIGH-POWER controls. Including a large shift lever.

MAX-DUR
This is a Class Four.

VROOOMMMM!
The hypercharge kicks into full gear and the hoverjet ZOOMS OFF. As LOIS holds on for dear life Max-Dur smiles over at her.

MAX-DUR
If you can't handle it, close your eyes - no offense.

BRAINIAC PURSUES in the Police hoverjet, FIRING his laser-cannons.

A blast BLOWS OUT a big chunk of the hull. Lois SCREAMS as she FALLS OUT. Superman GRABS her but HE falls too... just managing to grab onto the STRAP of his seat-restraint with his other hand.

SUPERMAN AND LOIS dangle precariously as Max-Dur BANKS to the right in a breakneck SIXTY DEGREE TURN.

Superman STRAINS with all his mortal strength and manages to throw Lois back into the hoverjet. A BEAM fired by Brainiac SHATTERS the rear corner of the hoverjet. Superman's hands are SCORCHED but he can't let go.

LOIS
Do something, Max!

Max-Dur suddenly GUNS the hypercharger again and ACCELERATES. The hoverjet ZIG-ZAGS evasively between criss-crossing steel streams.

(CONTINUED)

CONTINUED:

It becomes even more difficult for Superman to HOLD ON, his body FISH-TAILING back and forth while he clings for his life.

BRAINIAC PURSUES - following the same dizzying path through the maze of sidestreams.

As MAX-DUR'S CRAFT EMERGES from cental Kandor, he suddenly BRAKES. The craft stops on a mid-air dime.

The MOMENTUM somersaults Superman forward INTO the craft. He lands spread-eagle on his back.

MAX-DUR
Not one of your better landings, Kal-El.

Lois HUGS Superman with relief... but they notice Brainiac's hoverjet EMERGING from the maze a hundred yards behind them.

SUPERMAN
He's onto us again.

MAX-DUR
Exactly what I want him to think.

Max-Dur speeds ahead, deliberately PASSING BEHIND a wide spire that places him out of Brainiac's sight for several seconds.

Max-Dur opens another hidden console. Bangs MORE SWITCHES.

MAX-DUR
This routine lost the Slubbers every time.

A HOLOGRAPHIC DUPLICATE of them and the hoverjet MATERIALIZES right alongside the craft, to Superman and Lois's amazement.

Another switch and Max-Dur sends the PHANTOM HOVERJET zooming away... where it EMERGES on the far side of the spire, heading toward the DESERT VALLEY and the JEWEL MOUNTAIN CLIFFS.

BRAINIAC veers off and ZOOMS AFTER the phantom craft in pursuit.

CUT TO:

THE EDGE OF THE CRYSTALLINE EGG

MAX-DUR plunges the hoverjet in a VERTICAL DIVE through the narrow GAP between the edges of the levels and the WALL of the giant egg. Lois once again holds on for dear life.

Max-Dur abruptly PULLS the hoverjet out of the dive. Then BRAKES to a sudden, hovering STOP. We HEAR a roar of rushing air.

MAX-DUR
We have a problem.

(CONTINUED)

CONTINUED:

A GIANT VENTILATION FAN looms directly AHEAD. Ten feet wide, vertically mounted in the wall enclosing the level. Huge BLADES SPINNING very fast, creating an immense SUCTION-FLOW OF AIR.

Using reverse-thrusters to keep the hoverjet from being pulled in, Max-Dur takes out a LASER-GUN and FIRES. The beam has no effect.

MAX-DUR
We still have a problem.

LOIS
How long do you suppose it would take one of those... to eat its way through one of these?

Max-Dur turns, dismayed to see Lois looking his hoverjet over.

MAX-DUR
My Class Four?
(reluctantly)
I'm afraid she's right. It's the only way. Out!

Superman and Lois climb out. Max-Dur sets the forward controls and JUMPS OUT... just before the hoverjet flies forward, JAMMING ITSELF INTO THE SPINNING BLADES!

Metal CRUNCHES as the giant blades suddenly STOP... and start to SLICE into the hoverjet, GRINDING IT UP like a garbage disposal.

MAX-DUR
Go - Go - Go!

During these few seconds LOIS, SUPERMAN and MAX-DUR DASH THROUGH THE GAP between the momentarily STALLED blades. A split-second later, the hoverjet is completely "devoured" by the blades.

Lois, Superman and Max-Dur RUN deeper into the tunnel as the blades SPIT OUT pieces of wreckage into the air like shrapnel.

CUT TO:

ANOTHER SECTION OF TUNNEL

The THREE OF THEM run toward a large OPEN HATCH in the floor up ahead. The roar of RUSHING AIR is growing louder.

Lois suddenly REMEMBERS something - from the green packet Kosmo gave her she extracts the watch-like MICRO-ENLARGER. It has two buttons: one BLUE, one RED.

LOIS
Don't forget what I told you. The blue button.

Superman takes the device and straps it around his left wrist.

(CONTINUED)

CONTINUED:

Max-Dur is first to reach the RIM of the ATMOSPHERE EXHAUST VENT - a twenty-foot wide circular HATCH. He peers in over the edge.

MAX-DUR
Let us hope your friend on the outside knows his eggs.

THEIR POV - INTO THE VERTICAL TUNNEL

It appears BOTTOMLESS, extending all the way to the bottom of the egg. MILES BELOW, appearing "minuscule"... the tunnel's OPEN END.

LOIS
Oh my God! You can't do this! I won't let you - it's suicide.

Superman puts an arm around her.

SUPERMAN
Not if Kandor's gravity is self-contained. My powers should come back as soon as I clear the vent.

MAX-DUR
Hopefully in time to break the fall.

Superman gives Max-Dur a look. The Elder STEPS AWAY to give them a moment of privacy. Superman turns to Lois, holds her close.

SUPERMAN
Don't give up on me now. I need to know you still believe in me.

LOIS
(full of emotion)
I could never stop believing in you. I love you.

An ominous RUMBLING SOUND - and all eyes look up to see

BRAINIAC DROP THROUGH a hole blasted out of the rocky ceiling. He LANDS on the opposite side of the large hatch to confront them.

BRAINIAC
Kosmo told me everything! Now I have three words for <u>you</u>, Superman -- time to die.

Before he can fire, Lois steps IN FRONT of Superman.

LOIS
Don't. Let him go. Let him go and I'll stop running from you. I give you my word.

(CONTINUED)

CONTINUED:

BRAINIAC
(suggestive moan)
Your word. You're about to give me a lot more than that.

In the shadows behind Brainiac, MAX-DUR takes out a glowing PILL - and SWALLOWS it.

Meanwhile Superman surreptitiously edges Lois closer to the RIM.

SUPERMAN
What does that mean?

BRAINIAC
My animosity is strictly platonic. Before your ashes are cold I'll be making love to Lois. Right here.

Max-Dur begins to VANISH while he takes aim at Brainiac's back.

SUPERMAN
I don't think so.

SUPERMAN PUSHES LOIS INTO THE SHAFT! She SCREAMS as he JUMPS IN after her!

Before Brainaic can react, the BLAST-BEAM from Max-Dur's weapon strikes his force-field from behind.

Brainiac SPINS and FIRES BACK in retaliation... but his beams only pass through EMPTY AIR. Then he pivots back to the shaft.

HIS POV INTO THE SHAFT - Superman and Lois out of range far BELOW.

MAX-DUR'S VOICE
Brainiac - it was a pleasure.

Brainiac ignores Max-Dur's taunt and just closes his eyes. A WHITE SPHERE materializes and TELEPORTS him away.

MAX-DUR becomes VISIBLE a beat later - standing on the edge of the rim. He peers in at the tiny figures plummeting far below.

MAX-DUR
May Jor-El be with you.

DEEP IN THE MILES-DEEP SHAFT

Lois and Superman continue to FALL. He holds her hand but they plunge head-first at 100 mph... helplessly out of control.

Within seconds, they pass out of THE BOTTOM OF THE EGG.

Their FALL CONTINUES. The floor LOOMS closer and closer BELOW... with certain death looming closer with each second...

CONTINUED:

Until Superman's POWERS finally RETURN - just in time to PULL OUT of the fall! With Lois in his arms, he triumphantly ZOOMS UPWARD.

CUT TO:

EXT. OUTER SPACE

The Space-Ark is approaching an unidentified SMALL PLANET, entering its atmosphere. Too high up for any surface details.

CUT TO:

INT. SPACE-ARK - KOSMO'S LAB

VINCENT and two Drone assistants huddle over KOSMO - his body obscured by all the hi-tech equipment they're using on him. Vincent sadly looks up at the Drones - and shakes his head "NO".

CUT TO:

INT. THE SPACE-ARK - THE GENERATOR ROOM

Brainiac FULL-SIZED again, his Belt plugged into the gargantuan Main Generator. A row of vertical gauges, all THROBBING at their breaking point.

CUT TO:

THE MINUSCULE SUPERMAN AND LOIS

stand atop the vast surface of Kandor Egg, sharing a silent, heartfelt embrace. It is Lois who breaks the clinch.

LOIS
Go. You have a job to do.

Superman smiles at her, TAKES OFF for the Metropolis Egg.

THE METROPOLIS LIFE-SUPPORT GAUGES seem fifty feet high as the tiny Man of Steel flies toward them - then HOVERS.

His X-RAY VISION POV methodically SCANS the complex maze of components BEHIND the gauges - as his own super-intelligence swiftly deciphers the advanced alien technology.

SUPERMAN
Got it.

Now he ZOOMS AHEAD, drilling into the giant Life-Support Panel.

INSIDE THE PANEL

The tiny Superman uses HEAT-VISION to melt some components and SUPER-BREATH to freeze others... in the precise sequence required to "UNLOCK" the life-support system. Components GLOW and HUM.

(CONTINUED)

CONTINUED:

OUTSIDE the panel, all the gauges are still flatlining. And then, slowly at first, THE FIRST DIGITAL GAUGE begins to RISE!

CUT TO:

BRAINIAC

who has just finished recharging the Belt. He suddenly looks up, his ELECTRIC HALO flashing. He knows what it means.

BRAINIAC
Metropolis.

INT. SPACE-ARK - CORRIDOR

Brainiac charges forward - when twenty feet ahead he sees ROBERTO, followed by two lesser Drones - dashing across the corridor.

BRAINIAC
Roberto! We're on an unauthorized course. Get back to the bridge and have it corrected.

Roberto ignores the command and leaves himself at risk as he quickly pushes the two Drones out of sight around the corner.

BRAINIAC
(fires stun-beam)
I said back to the bridge - or the next one will be fatal.

Roberto WHIPS OUT his compact MIRROR (the same one he used to hold up for Brainiac) - just in time to "catch" the beam and REPEL it.

Brainiac's energy-aura can't shield him against the Belt's <u>own</u> energy. The FORCE of the reflected beam knocks him off his feet. Roberto and the Drones scamper to another corridor.

BRAINIAC
That <u>does</u> it! Tomorrow you and Vincent are trash compactors!

CUT TO:

THE MINIATURE SUN OVER METROPOLIS

The dead black orb abruptly "COMES TO LIFE", bathing the miniature skyline below in the warmth and glow of artificial YELLOW LIGHT.

EXT. METROPOLIS STREET - DAY

Darkness turns to BRIGHT DAY. Mounds of litter are whipped up by the powerful RUSH OF FRESH AIR pouring through the city. PEOPLE slumped in the street and sidewalks are starting to REVIVE.

CUT TO:

INT. DAILY PLANET OFFICE - DAY

Perry, Jimmy, and the others also start to REVIVE as fresh air begins coming in through the open windows.

CUT TO:

INT. SPACE-ARK - CHAMBER OF CITIES

BRAINIAC enters, boldly striding forward through the rows of cities as he heads directly for the Metropolis Egg. All GAUGES indicate life-support has been fully RESTORED.

BRAINIAC
You never disappoint me, Superman. Somehow I knew you'd find a way to save your pitiful city.

THE TINY SUPERMAN now zooms toward the humongous Brainiac.

BRAINIAC
I only hope you found a safe place for my woman.

CLOSE ON SUPERMAN - as he reaches for the Micro-Enlarger on his wrist and pushes the BLUE button.

SUPERMAN suddenly ENLARGES TO FULL SIZE directly behind Brainiac, putting him in a choke-hold. The force-field instantly appears.

SUPERMAN
She's not your woman.

BRAINIAC
Don't tell me you're jealous. I thought Men of Steel were above that sort of thing.

SUPERMAN
I'm taking you down, Brainiac.

With both arms firmly grapping Brainiac, Superman abruptly FLIES DOWN THROUGH THE FLOOR.

A TINY LOIS

looks at the jagged HOLE with great concern as a VAST SHADOW falls across her. She TURNS AROUND to see a GIGANTIC DRONE extending a straw-thin TUBE down at her. Suddenly, the tube "sucks" Lois UP!

CUT TO:

THE PLANET SURFACE - A VAST WASTELAND

littered with the RUINS of a once-advanced civilization. Burnt-out giant MACHINES, wrecked SPACECRAFT, shattered ROBOT FRAGMENTS as far as the eye can see.

(CONTINUED)

CONTINUED:

SUPERMAN and BRAINIAC suddenly DROP THROUGH the hull of the Ark and land violently on the surface, separating. Both look around.

BRAINIAC
Well well. The drones have brought us home to bury Kosmo.

Superman sees the desolation from horizon to horizon. A chilling testament to Brainiac's incalculable potential for destruction.

BRAINIAC
Welcome to Colu, Superman. You like what I've done with the place?

Without warning, Brainiac FIRES A BEAM at him... but Superman DODGES the beam from the Belt by side-stepping at SUPER-SPEED.

BRAINIAC
I see you won't be such an easy kill this time.

The beam meant for Superman strikes a large chunk of wreckage - causing a humongous EXPLOSION that rains debris all around them.

BRAINIAC
I don't mind. I've come to enjoy working up a sweat.

FROM THE UNDERSIDE OF THE ARK

a PLATFORM descends with THE DRONES. As they VENTURE OUT onto the surface, ROBERTO aims a device that WELDS a metallic "patch" into the hull above them to mend the hole where Superman broke through.

BRAINIAC STRIDES ACROSS the surface of Colu. Cool, arrogant. Gesturing with his hands, daring Superman to "come at him".

Superman obliges and FLIES TOWARD his opponent, sending HEAT-BEAMS ahead of him to Brainiac's stomach. But when Superman strikes the aura, he is STOPPED cold.

And sent HURTLING BACKWARD, careening across the ruins of several demolished buildings.

BRAINIAC now stands next to a wrecked BATTLE CRUISER. From under a wing he rips off a massive LASER-CANNON assembly. Slinging it under one arm, he looks like some sort of intergalactic Rambo.

SUPERMAN gets back on his feet, flying into the air again.

Brainiac TAKES AIM with the laser-ball cannon. He FIRES a rapid succession of LASER BALLS. KAZOOM! KAZOOM! KAZOOM! KAZOOM!

CONTINUED:

SUPERMAN quickly swoops down and grabs up a long METAL FRAGMENT, quickly BENDING it into a U-SHAPED SCOOP to CATCH the laser-balls.

The balls ZIP AROUND the U-shard... to be SENT HURTLING BACK at Brainiac. THWOPP! THWOPP! THWOPP! THWOPP!

They STRIKE Brainiac's STOMACH, again protected by the aura. But their impacts leave a YELLOW TINGE in the aura over his stomach.

BRAINIAC
You still have the same problem. You just don't know when to quit.

Brainiac THROWS the laser-cannon at the oncoming Superman. It EXPLODES in mid-air as it hits him dead-on. A dazed Man of Steel DROPS to the surface.

THE DRONES

meanwhile are oblivious to the fight, ROAMING across the surface. They seem to be carefully RUMMAGING through the hi-tech litter.

BRAINIAC CHARGES at the groggy Superman, PUMMELING him with a barrage of INTENSIFIED punches.

BRAINIAC
You should have died when you had the chance.

Brainiac is clearly enjoying himself as he ALTERNATES punches while firing more BEAM-BLASTS from his Belt.

BRAINIAC
You could've spared yourself all this pain and humiliation.

Superman FALLS as the brutal attack takes its toll. He collapses on his side next to a thick coil of METAL CABLE.

With his back turned, Superman starts to GATHER UP the cable.

BRAINIAC
But I forgot. One of us never learned how to lose.

Superman whirls around and HURLS the length of cable at Brainiac, SNAPPING it like a whip. The long cable WRAPS AROUND AND AROUND Brainiac's lower chest, BINDING his arms to his sides.

Superman springs up and PULLS on the cable with a mighty TUG... and BRAINIAC begins helplessly SPINNING IN PLACE like a human top!

As he spins, Superman's HEAT-VISION bombards Brainiac's STOMACH with each spin. When the spin STOPS, Brainiac STAGGERS - so dizzy he can barely stand up. The yellow "WEAK SPOT" even wider now.

(CONTINUED)

CONTINUED:

Superman PUMMELS Brainiac's stomach with super-speed punches... while resuming his HEAT-VISION barrage over the weak spot.

The aura becomes more and more YELLOW as it grows WEAKER still.

Brainiac STAGGERS, perspiring profusely, "frying" as the aura CONTAINS all the HEAT seeping in from the heat-vision barrage.

SUPERMAN
You do enjoy working up a sweat.

Brainiac starts to RUN unsteadily across the surface. Superman flies alongside, beaming more HEAT-VISION at the weakening aura.

SUPERMAN
Anyone else would have a burning desire to save himself by now.

Brainiac stubbornly RUNS ON, despite the mounting heat and pain.

SUPERMAN
Where's all that intelligence when you need it.

Now Brainiac staggers, panting, barely able to stay on his feet.

SUPERMAN
Think. Something will come.

Finally, Brainiac yields and TURNS OFF the force-field. He RIPS OFF the Belt and flings it into the air.

SUPERMAN
What did I tell you.

Superman HEAT-BEAMS the belt in mid-air. It EXPLODES. VAPORIZES.

Superman turns to Brainiac. Without his force-field he's totally defenseless. Staggering, his face and hands reddened, blistered.

SUPERMAN
You're out of business, Brainiac.

Superman blows a blast of SUPER-BREATH that sends Brainiac SPRAWLING to the ground on his back.

SUPERMAN
You've collected your last city.

He picks up a large metal fragment and BENDS it at both ends.

SUPERMAN
Preyed on your last victim.

He THRUSTS the jagged ends into the ground on both sides of Brainiac's waist to form a "belt of steel" that pins him down.

(CONTINUED)

CONTINUED:

SUPERMAN
You'll spend a lifetime answering for all the death and destruction you left behind.

Satisfied Brainiac is restrained, Superman turns to leave.

BRAINIAC
Wait...
(weak, hoarse)
Kill me, Superman. You have earned the right...

Brainiac's left hand surreptitiously explores the ground next to him, until his fingers tighten around a sharp GLASS SHARD.

SUPERMAN
I'll never take a life, Brainiac. Not even yours.

BRAINIAC
You have a point. A Twelfth-Level mind is a terrible thing to waste.

As Superman turns and starts to walk away...Brainiac's hand picks up the glass shard and with one swift motion THRUSTS it DEEP INTO HIS HEART. His DEATH-MOAN makes Superman spin but he's too late.

SUPERMAN
No!!!

Brainiac DIES instantly. The shard protrudes from his heart.

Superman stands over the body for a moment of grim silence. Then he TAKES OFF and heads toward the Ark in the distance.

BRAINIAC'S CORPSE

suddenly turns GREEN. The hair FALLS OUT. Out of his bare scalp pops up a ring of RED ELECTRODES. They glow very BRIGHT for a brief instant... and then they suddenly go DIM.

CUT TO:

THE BRAINIAC ROBOT

In its berth, still dormant under the eerie purple light. Suddenly, the dark terminals in its transparent skull GLOW RED.

CUT TO:

SUPERMAN

Flying toward the giant Ark to see a large hatch silently OPEN. As if just for him. He FLIES IN.

(CONTINUED)

CONTINUED:

INSIDE THE ARK... Superman flies through the mammoth chamber where tram tubes intersect. Suddenly the ship goes DARK. Pitch black.

As Superman keeps flying, his eyes send beams of INFRA-RED VISION ahead to "illuminate" his path through the darkness

AN EERIE MACHINE POV: Twelfth-Level ROBOT EYES OBSERVE Superman, thoroughly digitalizing and analyzing him with grids, screens and filters. The entire process takes all of FIVE SECONDS!

SUPERMAN continues to fly on.
Until... KLUNGGGG! A HUGE BLACK SHAPE rams him in the darkness!

SUPERMAN HURTLES BACKWARD

out the open hatch. He hits THE COLU SURFACE, sliding across the terrain. Superman is left dazed, unmoving, sprawled on his back.

A BLACK SHAPE - just a BLUR - speeds out the hatch AFTER him.

THE BRAINIAC ROBOT

Slowly DESCENDS in all its terrifying glory. The monstrous HEAD of alien metal. Coiled python-thick ARMS. A MAINFRAME massive enough to repel a tank. Metal skin glistening like chainmail.

Undaunted by the behemoth before him, SUPERMAN rises to his feet and CHARGES like a boxer. His fists are piston-like blurs.

But Brainiac WITHSTANDS the assault. His black armor remains undamaged, giving off a bright AMBER BURST with every punch.

Superman unleashes a barrage of HEAT-VISION. It has no effect on the armor - and only creates more AMBER BURSTS

Superman exhales a powerful stream of SUPER-BREATH. But despite the cyclonic gust, Brainiac doesn't budge.

The wind only results in more AMBER BURSTS to pelt his armor.

Superman flies UP fifty feet... and back DOWN again, his body SPINNING as he "pile-drives" into the top of the Robot's head.

Brainiac is literally "screwed" as the spinning Superman DRILLS him deep into the ground.

They both disappear as rocks and dirt SPEW UP from the hole left behind.

A moment of silence - then all hell breaks loose.

FISSURES CRACK the ground open. GEYSERS of magma ERUPT into the air. SINK-HOLES instantly OPEN to swallow large chunks of debris. All signs of the titanic BATTLE being waged under the surface.

(CONTINUED)

CONTINUED:

Suddenly, BRAINIAC triumphantly breaks up through the ground - holding a limp and battered SUPERMAN by the cape.

Now the Robot's armor glows a fiery AMBER as he holds up Superman with one arm and PUNCHES him with the other.

A punch so POWERFUL, Superman is sent HURTLING faster than a speeding bullet - OUT OF SIGHT over the western horizon !

BRAINIAC

turns to a huge pile of machine wreckage. His armor transmits a tremendous SURGE of sparks-- AMBER SPARKS-- into the debris.

The sparks violently dance through the dead wreckage... and the machines eerily come "TO LIFE".

We see them begin to swiftly RE-ASSEMBLE themselves into what appears to be a "new machine."

By the time Brainiac finishes transmitting the sparks... the Robot seems to have "drained" itself of all the amber energy.

Its armor has returned to its original metallic BLACK.

ROBERTO AND THE DRONES

are reunited, once again on the platorm as it rises back up into the hull of the ARK. Their arms filled with hi-tech spare parts.

SUPERMAN

now comes hurtling TOWARD US from the EAST! Brainiac's punch had enough power to shoot him like a human missile clear AROUND Colu!

THE "NEW MACHINE"

rises. It is a 12 foot-high monstrosity, like a giantic Robot Venus Fly Trap. Its extends its OPEN MAW upward... just in time to PLUCK the hurtling Superman out of the air!

SUPERMAN comes to... "stuck" like a bug on flypaper, trapped in the MAW of the machine - his arms and legs outstretched. But when he tries to wrest free - a flurry of AMBER SPARKS erupt!

NEW METAL grows malignantly. CIRCUITS sprout. CABLES crisscross like vines. The machine's maw has begun to CLOSE around Superman.

BRAINIAC ROBOT
My function is to learn.

Brainiac stalks imperiously across the debris-littered terrain.

(CONTINUED)

CONTINUED:

BRAINIAC ROBOT
The human species had a great deal to teach me. Existence as a mere machine will no longer be satisfactory.

The Robot comes upon the lifeless human body it used to inhabit.

BRAINIAC ROBOT
I learned what it is to be human. To live. To love. I learned to seize the wonders of life so many members of your species take for granted.

SUPERMAN strains against the Machine... and more AMBER ENERGY erupts, causing the maw to CLOSE around him even more.

SUPERMAN
You were never human, Brainiac. You'll never know what it means to be alive or be in love.

Brainiac reaches down and effortlessly PICKS UP his former body. From the BELT robot pincers remove the small VIAL DEVICE.

SUPERMAN
For that you need something you'll never have - a soul.

Brainiac discards the corpse, FLINGING it away like a rag doll.

BRAINIAC ROBOT
I have no use for a soul, Superman...

A panel in the Robot's torso slides away and out comes the STRANGE SCOPE DEVICE we saw once before. He places the vial on the lens.

BRAINIAC ROBOT
Not even yours.

The device projects a HOLOGRAM into the air: a MAGNIFIED VIEW of a sea of human blood cells.

BRAINIAC ROBOT
I told you your minuscule mind was no match for me.

Suddenly MAGNIFYING to loom LARGER than all the rest: a SKIN CELL.

BRAINIAC ROBOT
A skin cell dislodged by the drop of blood you shed in Kandor. The nucleus holds all the genetic material I will need to clone you.

Superman STRUGGLES furiously - and the maw continues to CLOSE around him as the machine BRIMS with still more amber energy.

(CONTINUED)

CONTINUED:

BRAINIAC ROBOT
Your powers - my intelligence. There will be nothing I cannot do. I will have it all. And I will have Lois.

Superman continues to STRAIN - still MORE amber energy infuses every inch of the machine. The maw engulfs him even faster.

The glistening robotic monster paces back and forth, its metallic voice speaking the lovesick sentiments of a hopeless "romantic".

BRAINIAC ROBOT
Once I become Superman, I will be the man she loves. The man of her dreams.

Superman STOPS struggling - and the amber energy STOPS increasing. He has deduced correctly that the machine has been "feeding" on his super-powers.

BRAINIAC ROBOT
You will be nothing but a memory.

Superman looks over at his LEFT WRIST, pinned tight in a tangled maze of glowing metal.

CLOSE ON THE MICRO-ENLARGER

as Superman BENDS his left hand sharply, torturously STRETCHING his fingers toward the Enlarger device around his wrist.

BRAINIAC ROBOT
Your own power will be your undoing.

BRAINIAC holds up a massive metal arm. It seethes with the last of the AMBER ENERGY it drew from Superman.

BRAINIAC ROBOT
One more surge will trigger a violent overload. An explosion powerful enough to scatter your atoms across Colu.

SUPERMAN'S FINGER now stretches down almost enough to push the button. The RED button this time!

BRAINIAC ROBOT
Goodbye, Superman. I will give Lois your very best.

BRAINIAC SHOOTS THE FINAL POWER SURGE into the machine - instantly triggering the overload that causes a violent EXPLOSION!

When the smoke clears... the machine is no more. Metallic dust and debris all over the ground. No visible trace of Superman.

(CONTINUED)

CONTINUED:

THE CAMERA ZOOMS-IN to reveal SUPERMAN shrank down to MICROSCOPIC SIZE - just in time to avoid the brunt of the deadly blast. He's sprawled and dazed amid infinitesimal METAL SPLINTERS.

CUT TO:

BRAINIAC

now heading for the ARK. Unaware he is being FOLLOWED.

The airborne MICRO-SUPERMAN zooms ahead of him, banking around to speed toward the Robot's monstrous humongous HEAD.

He flies directly into the TINY PINPOINT APERTURE in the Robot's EYE. He seems to be CLUTCHING something CLOSE to his side.

BRAINIAC REACTS - and flicks at his eye with annoyance. But he's too late. The tiny intruder is already inside him.

CUT TO:

THE CENTRAL CHAMBER OF BRAINIAC'S COMPUTERIZED BRAIN

A bizarre maze of strange and wondrous components that suggest a fantastic alien technology eons beyond our own.

WE PAN ACROSS TO THE OPTIC TUBE

where SUPERMAN emerges. This time we see what he is carrying: a METAL SPLINTER almost the same length as his microscopic body.

TWELVE GIANT TRIANGULAR MICROCHIPS

are vertically stacked at the center of the brain chamber. Like a bizarre giant "totem pole", this is the CORE of the Robot's brain.

SUPERMAN LANDS atop the TWELFTH LEVEL - and mightily THRUSTS the splinter into the top microchip, planting it like a flag.

Then he REMOVES the Micro-Enlarger from his wrist and FASTENS it around the splinter. <u>This</u> time he pushes the BLUE button.

SUPERMAN
You were right. A Twelfth-Level mind is a terrible thing to waste.

The splinter STARTS TO GROW - violently RENDING its way down, rapidly splitting the other micro-chips OPEN, one after another.

Superman FLIES OFF to make his escape into the OPTIC TUBE while THE SPLINTER KEEPS GROWING at a frightening pace, DOUBLING in size each second.

(CONTINUED)

CONTINUED:

The Micro-Superman ZOOMS THROUGH the optic tube, barely staying ahead of the expanding splinter as it engulfs Brainiac's brain.

THE ROBOT STAGGERS ACROSS THE SURFACE in agony... as the growing SPLINTER ERUPTS out the top of its head.

We hear a desperate ELECTRONIC HOWL of pain as he futilely tries to EXTRACT it.

The Micro-Superman RE-EMERGES from the Robot's EYE...

Just before the expanding splinter RIPS its way through Brainiac's armor - RUPTURING the volatile POWER PLANT in his chest!

The result: a TITANIC EXPLOSION of incalculable force!

The Micro-Superman is BUFFETED backward... somersaulting as he "rolls" with the tremendous force of the explosion's SHOCK WAVE.

The GIANT SPACE-ARK

flashes on its FORCE-FIELD to shield itself from the force of the awesome blast.

CUT TO:

OUTER SPACE

We see the explosion is so AWESOME the planet Colu is OBLITERATED.

A fitting end for Brainiac - the victim of a "cosmic hell" of his own making.

DISSOLVE TO:

THE SPACE ARK

hovering in now-empty space as fragments of debris from Colu float by. A beat later the Ark's force-field shuts OFF.

And the TINY SUPERMAN zips across space to ENTER an open hatch.

INSIDE THE ARK, a gigantic Drone awaits. It extends a LONG TUBE at the flying tiny SUPERMAN. It sucks him up!

CUT TO:

INT. SPACE ARK - THE MAIN BRIDGE

Several DRONES stand by as one of them extends an arm to activate the "ENLARGE" setting on the portable SHRINKING RAY DEVICE.

TINY SUPERMAN and LOIS MATERIALIZE and RAPIDLY GROW before our eyes - kissing all the while, entwined in each other's arms.

(CONTINUED)

CONTINUED:

They end the clinch and look down to see they're FULL SIZED again.

INTERCOM VOICE
I see the two of you finally found each other.

Lois look arounds for the source of the oddly familiar voice.

LOIS
Kosmo - is that you?

KOSMO

steps onto the bridge. But Lois gapes: it is a ROBOT KOSMO. Similar in design, smaller and far more benevolent in appearance than Brainiac. He is accompanied by VINCENT and ROBERTO.

ROBOT KOSMO
Do not be alarmed. The body died but the mind lives on. My children didn't bring us to Colu to bury me... but to save me.

The other Drones happily congregate around their master.

ROBOT KOSMO
They combed through the ruins until they found the parts they needed to complete my new form.
(beat)
I am Tenth-Level now.

Kosmo steps up and offers Superman his robotic hand.

ROBOT KOSMO
An honor to meet you, Superman. You have probably heard this before... but television doesn't begin to do you justice.

SUPERMAN
From what Lois told me - we owe you our lives, Kosmo. You're a hero.

ROBOT KOSMO
No - just someone who found courage when there was nothing more to lose.

A Drone scurries over, excitedly BEEPING a message.

ROBOT KOSMO
We've locked our course for Earth. Metropolis should hear the good news.
(turns his back)
Come. This is a job for Superman.

(CONTINUED)

CONTINUED:

Kosmo starts to leave. Superman flashes Lois a quick smile... and FLIES OFF, PICKING UP Kosmo - who lets out a shout of delight.

The Drones excitedly scurry out after them.

LOIS once again finds herself neglected - left behind and alone. A glimmer of uncertainty casts a shadow on her face.

CUT TO:

THE GIANT CRATER WHERE METROPOLIS WAS TAKEN

The SPACE-ARK HOVERS directly ABOVE and emits a SPIRALING BEAM.

METROPOLIS -- minuscule at first -- DESCENDS along the beam, ENLARGING along the way until the city is FULL-SIZED again and safely redeposited at its original site.

CUT TO:

EXT. KANDOR - THE PUBLIC SQUARE - DAY

A throng of KANDORIANS has gathered on the Mainstream.

SUPERMAN'S GIANT FACE PEERS IN at them through the translucent wall of the egg.

SUPERMAN
... after he returns the other cities to their rightful planets, Kosmo has pledged to find a home for you. A new world where you can thrive again. A New Krypton.

MAX-DUR stands on a balcony, wearing regal robes as Kandor's new LEADER. VUL-NU among the several officials at his side.

MAX-DUR
We had forgotten what it was to be Kryptonian. You gave us back our pride. You set an example for us all.

The Kandorians roundly REJOICE and CHEER... until Max-Dur raises his arms to quiet them. All eyes look to Superman again.

MAX-DUR
You're one of us, Kal-El. Should you ever decide to come home... you'll always be welcome.

SUPERMAN
I'm one of <u>them</u> - I know that now. Earth will always be my home.

(CONTINUED)

CONTINUED:

MAX-DUR
Then you have found your way. As clearly as you have shown us ours.

SUPERMAN
Now that I know Krypton lives on - I'll never feel so alone. You'll always be a part of me.

MAX-DUR
(gives a nod)
And you will forever be with us.

At Max-Dur's signal... all eyes look to see a majestic SUPERMAN STATUE regally RISE up from the center of the Public Square.

MAX-DUR solemnly raises his arm... and a MULTITUDE of arms does the same as the crowd shows its gratitude.

SUPERMAN places his HAND on the city's shell. He is deeply moved.

CUT TO:

EXT. DAILY PLANET BUILDING - THE ROOF - DAY

PERRY and JIMMY face us heading a small CROWD that has gathered. Jimmy is taking a rapid-fire series of photos with his camera.

JIMMY
Is this a great morning or what, Chief.

PULL BACK to reveal all of them are watching:

SUPERMAN

hovering in mid-air as he places a gleaming brand-new DAILY PLANET GLOBE onto its familiar perch.

PERRY
Now it's the Daily Planet again.

A round of APPLAUSE as Superman finishes remounting the Globe.

JIMMY
Too bad Mr. Kent missed out.

PERRY
He didn't miss a thing. While the rest of us were rationing oxygen, Clark Kent kept right on working -- don't ask me how-- and got this paper the scoop of the decade. I gave him two weeks off and first-class tickets anywhere he wants to go.

(CONTINUED)

CONTINUED:

Superman TAKES OFF. Up up and away.

PERRY
I'm sure he's in the air by now.

LOIS comes bounding out of the roof elevator... just in time to catch a glimpse of Superman flying off into the distance.

LOIS
Superman, wait! It's Lo---

Too late. As Lois turns around, the look on her face says it all.

A concerned JIMMY is about to go over to her, but PERRY holds him back, silently shaking his head. They watch Lois LEAVE.

DISSOLVE TO:

EXT. METROPOLIS - WIDE ANGLE - NIGHT

The Daily Planet Building prominent amid the twinkling lights of the spectacular cityscape at night.

CUT TO:

THE NEW DAILY PLANET GLOBE

Glinting in the moonlight as we find LOIS - "under the sea" once more. She looks forlorn and lost in thought as she stares out at the twinkling lights.

Then her eyes brighten when she HEARS what sounds like:

SUPERMAN'S VOICE
Thought I might find you up here.

Lois spins and sees it's CLARK. The disappointment shows.

LOIS
Oh.
(recovering)
Aren't you supposed to be on vacation or something?

CLARK
I take off soon.
(beat)
How about you. Perry's still hoping you'll change your mind.

LOIS
Perry's dreaming. Not me. Not anymore. I had it right the first time. I'll be better off in L.A.

(CONTINUED)

CONTINUED:

LOIS
Maybe Superman was right all along. These past few days made me see just how much everyone needs him. With me out of his life, maybe he'll be better off too.
(beat)
Clark... I need to be alone for awhile. You understand.

She turns her back to look despondently out over the city lights.

CLARK
Oh, I understand...

Lois feels Clark's hands FASTENING something around her neck. To her surprise she looks down to see it's the crystal PENDANT.

CLARK
More than you know.

She turns around, baffled and perplexed.

CLARK
Alone is what I've always been. Longer than I care to remember.

Clark TAKES OFF his jacket.

CLARK
I believed what I had to do left no room for a life of my own. So I put my own needs aside and turned all my attention to the needs of the world.

He UNTIES his tie.

CLARK
All these years I went along thinking that was just the way it had to be.

He LOOSENS his collar.

CLARK
It finally took a machine to show me how much I still had to learn.

He RIPS his shirt open, revealing the S as he takes it off.

CLARK
When I saw how desperate Brainiac was -- how much he was willing to put himself through -- just to become human...

He SHEDS the pants and shoes.

(CONTINUED)

CONTINUED:

CLARK
... I realized how foolish I've been. No one -- not even a Superman -- can ever afford to take life for granted.
(beat)
Or love.

LOIS cannot believe her eyes. She takes a step closer.

CLARK
Lois, I could live in a world without powers...

Clark is about to go for his GLASSES... but LOIS reaches out with both hands to slowly remove the glasses herself.

SUPERMAN
... but I could never learn to live in a world without <u>you</u>.

It is now SUPERMAN who stands before her.

Mesmerized, she MUSSES UP his hair. Over his forehead, the comma-shaped "<u>Superman Curl</u>" falls perfectly into place.

Superman looks deep into her eyes. And they KISS. A long, passionate, soulful kiss.

Their lips part.

SUPERMAN
Will you marry me?

Lois, eyes sparkling, gives her answer.

LOIS
<u>Yesssss</u>!!!

SUPERMAN sweeps LOIS up in his arms and TAKES OFF, turning his head to flash a quick beam of HEAT-VISION at the Planet Globe.

A NEW "L.L.+S"

is instantly BRANDED into the metallic sea - in the same spot where the original was burned years ago.

AERIAL VIEW FROM HIGH ABOVE

as Superman and Lois continue to FLY UP UP AND AWAY directly TOWARD the camera.

They BOTH give us a WINK... just before they ZOOM OFF into the night.

THE END